

Section 9.3. Resignation of Trustee. The Trustee may resign, and be discharged of the trusts created by this Indenture, by giving written notice of such resignation, by prepaid certified or registered mail, to each holder of a Note then outstanding, at its address appearing on the Register, and to the Company. Such notice shall specify the date (which shall be not less than 90 calendar days after the date of the mailing of such notice) when such resignation shall take effect. Such resignation shall take effect on the date specified in such notice, unless prior thereto a successor trustee shall have been appointed by the holders of a majority in aggregate principal amount of the Notes then outstanding, as provided in Section 9.4. In such event, such resignation shall take effect immediately upon the appointment of such successor. The Trustee may be removed, at any time, by one or more written instruments signed by the holders of a majority in aggregate principal amount of the Notes then outstanding, or by their attorneys-in-fact thereunto duly authorized.

Section 9.4. Successor Trustee. (a) If the Trustee shall, at any time, have given notice of its intention to resign, shall resign, be removed or otherwise be incapable of acting or be taken under the control of any public officer or a receiver appointed by a court, then (except as hereinafter provided) a successor may be appointed by the holders of a majority in aggregate principal amount of the Notes then outstanding by one or

more instruments signed by such holders, or by their attorneys-in-fact thereunto duly authorized. The Company may, by an instrument executed by order of its Board of Directors, appoint a successor trustee to act, until such successor shall be so appointed by such holders. If neither the Company nor such holders shall have appointed such successor prior to the effective date of such resignation, removal, incapacity or taking under control, then the retiring Trustee or the holder of any Note then outstanding may apply to any court of competent jurisdiction to appoint a successor to act, until a successor trustee shall be appointed by such holders. After any such appointment by the Company or such court, the Company shall mail, by prepaid registered or certified mail, written notice thereof to the holders of the Notes then outstanding, at their respective addresses appearing on the Register. Any successor trustee so appointed by the Company or such court shall immediately, and without further act, be superseded by a successor trustee appointed by such holders of a majority in aggregate principal amount of the Notes.