

at any time incur hereunder; and the charges and expenses of the Trustee and of its counsel and all liability by it so incurred shall be secured by the lien of this Indenture, and, if the Company shall fail, neglect or delay to pay the same promptly, it shall be paid from and out of any funds in the hands of the Trustee applicable thereto and/or from and out of the trust estate prior to any payment therefrom to or upon the order of the Company or of or on account of any of the Bonds or coupons.

Section 3. The Trustee or any successor or successors hereunder may resign and be discharged of the trusts created by this Indenture by executing an instrument in writing resigning such trusts, specifying the date when such resignation shall take effect, and filing the same with the Company at least thirty days (or such shorter time as may be accepted by the Board of Directors or the Executive Committee of the Company as adequate) before such resignation is to take effect. Such resignation shall take effect on the day specified in such instrument, unless previously a successor trustee or trustees shall be appointed as hereinafter provided, in which event such resignation shall take effect immediately upon the appointment of such successor trustee or trustees.

The Trustee or any successor hereunder may be removed at any time by an instrument or concurrent instruments in writing, executed by the holders of a majority in principal amount of the Bonds then outstanding and filed with the Trustee; and at any time prior to the authentication and delivery of any Bonds, or if at any time all of the Bonds previously authenticated and delivered shall have been surrendered to the Trustee and no Bonds shall be outstanding hereunder, any trustee hereunder, original or successor, may be removed by an instrument in writing executed by the Company and filed in like manner; and in such last mentioned case the Company by an instrument in writing executed by order of its Board of Directors or its Executive Committee may appoint a successor to the trustee so removed.

In case at any time the Trustee, or any successor or successors, shall resign or shall be removed by holders of the Bonds or shall otherwise become incapable of acting, a successor or successors in the trust may be appointed by the Company, if at the time of such resignation the Company shall not be in default in any of its covenants herein expressed. If the Company shall be in default, then such successors or successors shall be appointed by the holders of a majority in principal amount of the Bonds then outstanding by an instrument or concurrent instruments in writing signed by such holders of the Bonds or their duly authorized attorneys in fact and filed with the Company; provided nevertheless and it is hereby agreed and declared that in case of any such resignation, removal, or other incapacity, the Company, by an instrument executed by order of its Board of Directors or its Executive Committee, may, notwithstanding the existence of such default, appoint such successor or successors until a new trustee shall be appointed by the holders of the Bonds as herein authorized. The Company shall publish notice of any such appointment by it made at least once in each calendar week (in each instance upon any day of the week) for four successive weeks in a newspaper of general circulation in the Borough of Manhattan, City of New York; but any new trustee appointed by the Company shall immediately and without further act be superseded by a trustee appointed by the holders of the Bonds in the manner above provided.

If in a proper case no appointment of a successor trustee shall be made pursuant to the foregoing provisions of this Article within sixty days after the resignation or removal of any trustee hereunder shall have taken effect or after any trustee hereunder shall have become incapable of acting, any holder of Bonds or the retiring trustee may apply to any court (state or federal), having jurisdiction, to appoint a successor trustee, and such court may, if it deems proper, appoint a successor trustee.