

City and State of New York, and having a capital and surplus aggregating at least \$3,000,000, shall be the successor Corporate Trustee under this Indenture.

SECTION 11.10. Every successor trustee shall execute, acknowledge and deliver to the Company an instrument in writing accepting such appointment hereunder, and thereupon such successor trustee, without any further act, deed or conveyance, shall become fully vested with all the estates, properties, rights, powers, trusts, duties and obligations of its predecessor; but such predecessor shall, nevertheless, on the written request of the Company or the successor trustee, execute and deliver an instrument transferring to such successor trustee all the estates, properties, rights, powers and trusts of such predecessor hereunder; and every predecessor trustee shall deliver all property and moneys held by it to its successor. Should any deed, conveyance or instrument in writing from the Company be required by any successor trustee for more fully and certainly vesting in such trustee the estates, rights, powers and trusts hereby vested or intended to be vested in the predecessor trustee, any and all such deeds, conveyances and instruments in writing shall, on request, be executed, acknowledged and delivered by the Company. The resignation of any trustee, and the instrument or instruments removing any trustee and appointing a successor trustee hereunder, together with all deeds, conveyances and other instruments provided for in this Section, may (and, if the Company so requests, shall) be forthwith filed for record in each place where this Indenture shall then be required to be recorded, at the expense of the Company, unless due to the participation of the Corporate Trustee in any merger or consolidation, in which case such expense shall be borne by the Corporate Trustee.

SECTION 11.11. In case any of the bonds contemplated to be issued hereunder shall have been authenticated but not delivered, any successor to the Corporate Trustee may adopt the certificate of the original Corporate Trustee or of any successor to it as Corporate Trustee hereunder and deliver the bonds so authenticated, and in case any of the bonds shall not have been authenticated, any successor to