

**ARTICLE ONE.****Resignation of Retiring Individual Trustee and  
Appointment of Successor Individual Trustee.**

SECTION 1. The Company hereby accepts the resignation of A. F. Keuthen as Individual Trustee under the Mortgage.

SECTION 2. Manufacturers Hanover Trust Company, as Corporate Trustee, acting pursuant to the authority contained in Section 11.05 of the Mortgage, hereby designates and appoints T. C. Crane, residing at 2192 Palmer Avenue, New Rochelle, New York, a citizen and resident of the United States of America, as successor Individual Trustee of and under the Mortgage to fill the vacancy in said office caused by the aforesaid resignation of A. F. Keuthen, with all the estates, properties, rights, powers, trusts, duties and obligations of his predecessor, said A. F. Keuthen, as Individual Trustee under the Mortgage. The Company joins in, consents to and approves the appointment of T. C. Crane as Individual Trustee as aforesaid.

SECTION 3. T. C. Crane hereby accepts such designation and appointment as successor Individual Trustee and assumes and agrees to perform the duties of such Individual Trustee subject to the terms, conditions and provisions of the Mortgage.

SECTION 4. Pursuant to the request of the Company, A. F. Keuthen, as predecessor Individual Trustee under the Mortgage, hereby grants, bargains, sells, conveys, transfers, assigns, remises, releases, sets over and confirms unto T. C. Crane as successor Individual Trustee under the Mortgage and his successors in the trusts and assigns forever all the estates, properties, rights, powers and trusts of whatsoever kind which said A. F. Keuthen as such predecessor Individual Trustee has or may have under the Mortgage, or in and to or in respect of the properties mentioned and described in or subject to the lien of the Mortgage, to have and to hold the same for the uses and purposes and upon the trusts therein expressed.

SECTION 5. In order more fully and certainly to vest in and confirm unto T. C. Crane as successor Individual Trustee as aforesaid the estates, properties, rights, powers and trusts heretofore vested or