

Any successor Trustee so appointed by the Company, or such receivers, trustees, custodians, liquidators or assignees shall immediately and without further act be superseded by a successor Trustee appointed by the holders of a majority in aggregate principal amount of the Notes then outstanding.

If a successor Trustee shall not be appointed pursuant to this Section within 6 months after a vacancy shall have occurred in the office of Trustee, the holder of any Note or such retiring Trustee (unless the retiring Trustee is being removed) may apply to any court of competent jurisdiction to appoint a successor Trustee, and such court may thereupon, after such notice, if any, as it may consider proper, appoint a successor Trustee.

SECTION 8.11. Succession of Successor Trustee. Any successor Trustee appointed hereunder shall execute, acknowledge and deliver to the Company and the predecessor Trustee an instrument accepting such appointment, and thereupon such successor Trustee, without any further act, deed, conveyance or transfer, shall become vested with the title to the Trust Estate, and with all the rights, powers, trusts, duties and obligations of the predecessor Trustee in the trust hereunder, with like effect as if originally named as Trustee herein.

Upon the request of any such successor Trustee, however, the Company and the predecessor Trustee shall execute and deliver such instruments of conveyance and further assurance and do such other things as may reasonably be required for more fully and certainly vesting and confirming in such successor Trustee the title to the Trust Estate and all such rights, powers, trusts, duties and obligations of the predecessor Trustee hereunder, and the predecessor Trustee shall also assign and deliver to the successor Trustee any property subject to the lien of this Indenture which may then be in its possession.

Any Trustee which has resigned or been removed shall nevertheless retain any lien upon the Trust Estate afforded to it by Section 8.04.

SECTION 8.12. Eligibility of Trustee. The Trustee shall be a state or national bank or trust company in good standing, organized under the laws of the United States of America or of the State of Illinois and having its principal office in the City of Chicago, Illinois, having a capital, surplus and undivided profits aggregating at least \$25,000,000, if there be such a bank or trust company willing and able to accept such trust upon reasonable and customary terms.

In case the Trustee shall cease to be eligible in accordance with the provisions of this Section, the Trustee shall resign immediately in the manner and with the effect specified in Section 8.08.

SECTION 8.13. Successor Trustee by Merger. Any corporation into which the Trustee may be merged or with which it may be consolidated, or any corporation resulting from any merger or consolidation to which the Trustee shall be a party, or any state or national bank or trust company in any manner succeeding to the corporate trust business of the Trustee as a whole or substantially as a whole, if eligible as provided in Section 8.12, shall be the successor of the Trustee hereunder without the execution or filing of any paper or any further act on the part of any of the parties hereto, anything to the contrary contained herein notwithstanding.

SECTION 8.14. Resignation of Individual Trustee. The Individual Trustee or any of his successors may resign and may be discharged of the trusts created by this Indenture by giving written notice thereof to the Company and to the Trustee specifying the date (not earlier than 30 days after the date of such notice) when such resignation shall take effect.

Such resignation shall take effect on the date so specified unless previously a person succeeding to the office of Individual Trustee shall have been appointed by the Trustee or by the holders of a majority in principal amount then outstanding of the Notes as provided in Section 8.16 in which event such resignation shall take effect immediately upon the appointment of such person succeeding to the office of Individual Trustee.

