

Agent, upon Issuer Order, shall authenticate and deliver such Securities as provided in this Indenture.

(d) Each Security authenticated and delivered by the Trustee or the Authenticating Agent upon Issuer Order on the Closing Date shall be dated the Closing Date. All other Securities that are authenticated after the Closing Date for any other purpose under this Indenture shall be dated the date of their authentication.

(e) Securities issued upon transfer, exchange or replacement of other Securities shall be issued in Authorized Denominations reflecting the original aggregate principal amount of the Securities so transferred, exchanged, or replaced, but shall represent only the current outstanding principal amount of the Securities so transferred, exchanged or replaced. In the event that any Security is divided into more than one Security in accordance with this Article II, the original principal amount of such Security shall be proportionately divided among the Securities delivered in exchange therefor and shall be deemed to be the original aggregate principal amount of such subsequently issued Securities.

(f) No Security shall be entitled to any benefit under this Indenture or be valid or obligatory for any purpose, unless there appears on such Security a certificate of authentication (the "Certificate of Authentication"), substantially in the form provided for in the applicable exhibit hereto, executed by the Trustee or by the Authenticating Agent by the manual signature of one of their authorized signatories, and such certificate upon any Security shall be conclusive evidence, and the only evidence, that such Security has been duly authenticated and delivered hereunder.

#### Section 2.4. Registration, Registration of Transfer and Exchange.

(a) The Issuer shall cause to be kept a register (the "Indenture Register") in which, subject to such reasonable regulations as it may prescribe, the Issuer shall provide for the registration of, and the registration of transfers of, Securities. The Trustee is hereby initially appointed "Indenture Registrar" for the purpose of keeping the Indenture Register. Upon any resignation or removal of the Indenture Registrar, the Issuer shall promptly appoint a successor or, in the absence of such appointment, assume the duties of Indenture Registrar.

(b) If a Person other than the Trustee is appointed by the Issuer as Indenture Registrar, the Issuer will give the Trustee prompt written notice of the appointment of such Indenture Registrar and of the location, and any change in the location, of the Indenture Registrar, and the Trustee shall have the right to inspect the Indenture Register at all reasonable times and to obtain copies thereof and the Trustee shall have the right to rely upon a certificate executed on behalf of the Indenture Registrar by an Authorized Officer thereof as to the names and addresses of the Holders of the Securities and the principal amounts and numbers of such Securities.

(c) Subject to this Section 2.4 and Section 2.5, upon surrender for registration of transfer of any Security at the office designated by the Trustee and compliance with the restrictions set forth in any legend appearing on any Security, the Applicable Issuer shall execute and the Trustee shall then authenticate and deliver (or cause an Authenticating Agent to