

(d) Adjustments. The aggregate principal amount of the Regulation S Global Securities and Rule 144A Global Securities may from time to time be increased or decreased by adjustments made on the records of the Trustee or DTC or its nominee, as the case may be, as hereinafter provided.

(e) Certificated Notes. All Income Notes sold to U.S. Persons shall be issued in the form of definitive, physical certificates in fully registered form without interest coupons with the applicable legends substantially in the form of Exhibit A-4 hereto (a "Certificated Income Note" or "Certificated Note"), which shall be registered in the name of the beneficial owner or a nominee thereof, duly executed by the Applicable Issuer and authenticated by the Trustee as hereinafter provided.

(f) Book-Entry Provisions. This Section 2.2(f) shall apply only to Global Securities deposited with or on behalf of DTC.

The provisions of the "Operating Procedures of the Euroclear System" of Euroclear and the "Terms and Conditions Governing Use of Participants" of Clearstream, respectively, will be applicable to the Temporary Regulation S Global Securities and Permanent Regulation S Global Securities insofar as interests in such Global Securities are held by the Agent Members of Euroclear or Clearstream, as the case may be.

Agent Members shall have no rights under this Indenture with respect to any Global Security held on their behalf by the Trustee, as custodian for DTC or its nominee, and DTC or its nominee may be treated by the Co-Issuers, the Trustee and any agent of the Co-Issuers or the Trustee as the owner of such Security for all purposes whatsoever. Notwithstanding the foregoing, nothing herein shall prevent the Co-Issuers, the Trustee, or any agent of the Co-Issuers or the Trustee, from giving effect to any written certification, proxy or other authorization furnished by DTC or impair, as between DTC and its Agent Members, the operation of customary practices governing the exercise of the rights of a Holder of any Note.

(g) Definitive Notes. Except as provided in Section 2.11 hereof, owners of beneficial interests in Global Securities will not be entitled to receive physical delivery of Definitive Notes.

### Section 2.3 Authorized Amount; Maturity Date; Denominations.

The aggregate principal amount of Securities that may be authenticated and delivered under this Indenture is limited to \$463,750,000 except for Securities authenticated and delivered upon registration of transfer of, or in exchange for, or in lieu of, other Securities pursuant to Section 2.6, 2.7 or 8.5 of this Indenture and Securities issued pursuant to supplemental indentures in accordance with Article 8.

Such Securities shall be divided into the Classes, having the designations, original principal amounts and other characteristics as follows: