

Notwithstanding the foregoing paragraph, (x) except with respect to ERISA Limited Securities purchased on the Closing Date by Controlling Persons, ERISA Limited Securities held by Benefit Plan Investors or Controlling Persons and (y) Subordinated Notes held by Accredited Investors may only be held in the form of Definitive Securities.

(h) This Section 2.2(h) shall apply only to Global Securities deposited with or on behalf of the Depository. The Applicable Issuer shall execute and the Trustee shall, in accordance with this Section 2.2(h), authenticate and deliver initially one or more Global Securities that (i) shall be registered in the name of the nominee of the Depository for such Global Security or Global Securities and (ii) shall be delivered by the Trustee to such Depository or pursuant to such Depository's instructions or held by the Trustee as custodian for the Depository. The aggregate principal amount of the Global Securities may from time to time be increased or decreased by adjustments made on the records of the Trustee and the Depository (or its nominee), as the case may be, as hereinafter provided.

Agent Members shall have no rights under this Indenture with respect to any such Global Securities held on their behalf by the Trustee, as custodian for the Depository, or under the Global Securities, and the Depository may be treated by the Applicable Issuer, the Trustee and any of their respective agents as the absolute owner of such Global Securities for all purposes whatsoever. Notwithstanding the foregoing, nothing herein shall prevent the Applicable Issuer, the Trustee, or any of their respective agents from giving effect to any written certification, proxy or other authorization furnished by the Depository or impair, as between the Depository and Agent Members, the operation of customary practices governing the exercise of the rights of a Holder of any Global Security. The Trustee, in its capacity as custodian for the Depository, is not the registered holder of the relevant Global Security and shall have no obligation to take action on behalf of the registered holder of, or holders of beneficial interests in, such Global Security, except as provided in the governing documents with the Depository.

(i) Owners of beneficial interests in Global Securities will not be entitled to receive physical delivery of Definitive Securities, except as provided in Sections 2.5(e)(i), 2.5(e)(ii) and 2.10.

Section 2.3. Execution, Authentication, Delivery and Dating.

(a) The Securities shall be executed on behalf of the Applicable Issuer by an Authorized Officer of such Applicable Issuer. The signature of any such Authorized Officer on the Securities may be manual or facsimile.

(b) Any Security bearing the manual or facsimile signatures of individuals who were at any time the Authorized Officers of either Applicable Issuer shall bind such Applicable Issuer, notwithstanding the fact that such individuals or any of them have ceased to hold such offices prior to the authentication and delivery of such Security or did not hold such offices at the date of issuance of such Security.

(c) At any time and from time to time after the execution and delivery of this Indenture, either Applicable Issuer may deliver Securities executed by each Applicable Issuer to the Trustee or the Authenticating Agent for authentication and the Trustee or the Authenticating