

**Section 16.16.** As long as any of the Bonds remain Outstanding, upon a Company Order there shall be an authenticating agent appointed by the Corporate Trustee for such period as the Company shall elect, to act on behalf of the Corporate Trustee and subject to its direction in connection with the authentication of the Bonds as set forth in this Indenture. Such authenticating agent shall at all times be a corporation organized and doing business under the laws of the United States or of any State, authorized under such laws to exercise corporate trust powers, having a combined capital and surplus of at least \$5,000,000, subject to supervision or examination by Federal or State authority. If such corporation publishes reports of condition at least annually, pursuant to law or to the requirements of the aforesaid supervising or examining authority, then for the purposes of this Section 16.16 the combined capital and surplus of such corporation shall be deemed to be its combined capital and surplus as set forth in its most recent report of condition so published.

Whenever reference is made in this Indenture to the authentication and delivery of Bonds by the Corporate Trustee or the Corporate Trustee's certificate of authentication, such reference shall be deemed to include authentication and delivery on behalf of the Corporate Trustee by an authenticating agent and a certificate of authentication executed on behalf of the Corporate Trustee by an authenticating agent.

Any corporation into which any authenticating agent may be merged or converted or with which it may be consolidated, or any corporation resulting from any merger, conversion or consolidation to which any authenticating agent shall be a party, or any corporation succeeding to the corporate agency business of any authenticating agent, shall continue to be the authenticating agent without the execution or filing of any paper or any further act on the part of the Corporate Trustee or the authenticating agent.

Any authenticating agent may at any time resign by giving written notice of resignation to the Corporate Trustee and to the Company. The Corporate Trustee may at any time terminate the agency of any authenticating agent by giving written notice of termination to such authenticating agent and to the Company. Upon receiving such a notice of resignation or upon such a termination, or in case at any time any authenticating agent shall cease to be eligible in accordance with the provisions of this Section 16.16, the Corporate Trustee promptly shall appoint a successor authenticating agent, shall give written notice of such appointment to the Company and shall mail notice of such appointment to all Holders of Bonds as the names and addresses of such Holders appear upon the Bond Register. Any successor authenticating agent upon acceptance of its appointment hereunder shall become vested with all the rights, powers, duties and responsibilities of its predecessor hereunder. No successor authenticating agent shall be appointed unless eligible under the provisions of this Section 16.16.