

**PROCEDURES FOR SUBMITTING A NOTICE OF EXCHANGE OF SECURITIES ELIGIBLE AT DTC ISSUED PURSUANT TO RULE 144A & REGULATION S, IF APPLICABLE, NOW REGISTERED WITH THE SEC UNDER AN EFFECTIVE REGISTRATION STATEMENT OR SHELF REGISTRATION (“EXCHANGE LETTER”)**

- Draft and final approved Exchange Letters are to be submitted by the Issuer or its counsel.
- Revisions to the provided language in the Exchange Letter will not be acceptable, except with respect to matters of choice.
- It is mandatory that Issuer provides information for all sections of the subject line.
- Please send draft Exchange Letters to DTC 10 business days prior to the end of the exchange offer. Issuers should e-mail draft Exchange Letters to [uwcorplor@dtcc.com](mailto:uwcorplor@dtcc.com). If e-mail is not available, Issuers may submit drafts via facsimile to (212) 855-3274.
- The CUSIP number(s) ( 9 digit alphanumeric identification numbers provided by S&P’s CUSIP Service Bureau) must be complete and correct. The new CUSIP number cannot be made eligible prior to the Effective Date, as defined in the Exchange Letter.
- Executed Exchange Letters signed by an authorized officer of the Issuer (and, if applicable, the Co-Issuer), and the new form of the notes are required to be received by DTC three business days prior to the end of the exchange offer. DTC’s current signature policy must be adhered to.
- Please see Important Notice 5151-09 for details on DTC’s current signature policy at [http://www.dtcc.com/downloads/legal/imp\\_notices/2009/dtc/set/5151-09.pdf](http://www.dtcc.com/downloads/legal/imp_notices/2009/dtc/set/5151-09.pdf).
- U.S. Issuers may e-mail the final executed Exchange Letter to DTC as set forth above.
- **Non-U.S. Issuers must deliver an original Exchange Letter bearing an ink signature to DTC’s Underwriting Department at the address given below. Hand deliveries will only be accepted by appointment only.**

**IMPORTANT NOTE REGARDING NON-CONVERTIBLE ISSUES:**

- To initiate the exchange process, the Transfer Agent must notify DTC’s Reorganization Announcements Department of the pending exchange via e-mail at [reorgannouncements@dtcc.com](mailto:reorgannouncements@dtcc.com) 10 business days prior to the Effective Date.

Thank you.

The Depository Trust & Clearing Corporation  
Underwriting Department / BEO Group  
55 Water Street, 1SL  
New York, NY 10041-0099  
Tel: 1-866-724-4402, select option (3)  
Fax: 1-212-855-3274  
E-mail: [uwcorplor@dtcc.com](mailto:uwcorplor@dtcc.com) (for corporate issues)

# TO BE RE-TYPED ON ISSUER'S LETTERHEAD

[ DATE ]

Attention: Underwriting Department  
The Depository Trust Company  
55 Water Street, 15L  
New York, NY 10041-0099

**RE: NOTICE OF EXCHANGE OF SECURITIES ELIGIBLE AT DTC ISSUED PURSUANT TO RULE 144A (AND REGULATION S, IF APPLICABLE) NOW REGISTERED WITH THE SEC UNDER AN EFFECTIVE REGISTRATION STATEMENT OR SHELF REGISTRATION.**  
**[ NAME OF ISSUER (AND CO-ISSUER(S), IF APPLICABLE) ]**  
**[ DESCRIPTION AND CUSIP NUMBER(S) OF THE ORIGINAL RESTRICTED SECURITIES ]**

Ladies and Gentlemen:

Reference is made to the [ BLANKET ] Issuer Letter of Representations addressed to DTC dated [ DATE ] (the “ [ BLOR ] [ ILOR ] ”) from [ NAME OF ISSUER (AND CO-ISSUER(S) IF APPLICABLE) ] (“Issuer”) (and (“Co-Issuer”) if applicable) in connection with the above-referenced issue (the “Old Securities”). It is understood that the [ BLOR ] [ ILOR ] is subject to DTC's procedures as stated in DTC's current Operational Arrangements which may be downloaded from DTC's website <http://www.dtcc.com/legal/eligibility>.

**[ ISSUER SHALL REPRESENT ONE OF THE FOLLOWING STATEMENTS AND DELETE THE OTHER ]**

1. Issuer hereby notifies you that on [ EFFECTIVE DATE OF REGISTRATION STATEMENT ], a Registration Statement under the Securities Act of 1933 with respect to [ DESCRIPTION & CUSIP NUMBER(S) OF THE NEW SECURITIES ] (the “New Securities”) was declared effective by the Securities and Exchange Commission. Following the consummation of an exchange offer, the global note(s) representing the Old Securities will be adjusted accordingly or cancelled.

2. Issuer hereby notifies you that as of [ EFFECTIVE DATE ], a shelf registration with respect to [ DESCRIPTION & CUSIP NUMBER(S) OF THE NEW SECURITIES ] (the “New Securities”) was declared effective by the Securities and Exchange Commission.

Issuer agrees that, the Representations for Rule 144A Securities [and Regulation S Securities], will not apply to the New Securities and the [ BLOR ] [ ILOR ] shall remain in full force and effect with respect to the New Securities and any outstanding Old Securities, if applicable.

Very truly yours,

Issuer Name

By: \_\_\_\_\_  
Authorized Officer's Signature

\_\_\_\_\_  
Print Name & Title

Co-Issuer Name, if applicable

By: \_\_\_\_\_  
(Authorized Officer's Signature)

\_\_\_\_\_  
Print Name & Title

Attachment: Form of New Note