

The Depository Trust Company

A subsidiary of The Depository Trust & Clearing Corporation

Blanket Issuer Letter of Representations Issue Custodied at Central Securities Depository (To be completed by Issuer)

(Name of Issuer)

(Name of Central Securities Depository)

(Date)

Attention: Underwriting Department
The Depository Trust Company
18301 Bermuda Green Dr
Tampa, FL 33647

Ladies and Gentlemen:

This letter sets forth our understanding with respect to all issues of Securities (the "Securities") that the Issuer shall request to be made eligible for processing at The Depository Trust Company ("DTC"), while held in custody at the Central Securities Depository referenced above.

Issuer is organized under the laws of _____ as a _____.
(Specify jurisdiction of Organization) (Specify entity type)

To induce DTC to accept the Securities as eligible at DTC, and to act in accordance with DTC's Rules with respect to the Securities, Issuer represents to DTC that Issuer will comply with all applicable requirements stated in DTC's Operational Arrangements, as they may be amended from time to time, (found at www.dtcc.com). In addition, for each of Issuer's Rule 144A and/or Regulation S issues that Issuer seeks to make DTC-eligible, Issuer shall make and deliver to DTC the Representations for Rule 144A Securities (the "Rule 144A Representations") and/or Representations for Regulation S Securities (the "Regulation S Representations") appended to this letter. The Rule 144A Representations and Regulation S Representations, as applicable, will be deemed revised however, to reflect the fact that the Securities will be registered on the books of the Issuer (or its transfer agent) in the name of the nominee of the Central Securities Depository, and that Central Securities Depository shall have the rights set forth in Paragraph 2 of the Rule 144A Representations and/or Regulation S Representations, respectively.

Very truly yours,

(Issuer)

By: _____
(Authorized Officer's Signature)

(Print Name)

(Issuer's Street Address)

(City) (State) (Country) (Zip Code)

(Issuer's Phone Number)

(Issuer's E-mail Address)



The Depository Trust Company

A subsidiary of The Depository Trust & Clearing Corporation

Central Securities Depository Blanket Letter of Representations Issue Custodied at a Central Securities Depository (To be completed by the Central Securities Depository)

(Name of the Central Securities Depository)

(Date)

Attention: Underwriting Department
The Depository Trust Company
18301 Bermuda Green Dr
Tampa, FL 33647

Ladies and Gentlemen:

This letter sets forth our understanding with respect to all “book-entry-only (“BEO”)” issues (the “Securities”) that _____ (the “Issuer”) shall request to be made eligible for processing at The Depository Trust Company (“DTC”), while custodied at the Central Securities Depository.

To induce DTC to accept the Securities as eligible at DTC, and to act in accordance with DTC’s Rules with respect to the Securities, the Central Securities Depository represents to DTC that the Central Securities Depository will comply with, or will require the agent(s) for each such issue of Securities to assure the CSD or DTC that agent(s) will comply with the agent requirements stated in: (a) DTC’s Operational Arrangements, as they may be amended from time to time, (found at www.dtcc.com); and (b) for all such issues that are Rule 144A and/or Regulation S issues, the Representations for Rule 144A Securities (the “Rule 144A Representations”) and/or Representations for Regulation S Securities (the “Regulation S Representations”), as applicable, appended to this letter. The Rule 144A Representations and/or Regulation S Representations will be deemed revised however, to reflect the fact that the Securities will be registered on the books of the Issuer (or its transfer agent) in the name of the Central Securities Depository’s nominee, and that the Central Securities Depository shall have the rights set forth in Paragraph 2 of the Rule 144A Representations and/or Regulation S Representations, respectively.

Very truly yours,

(Name of Central Securities Depository)

By: _____
(Authorized Officer’s Signature)

(Print Name)

(Street Address)

(City) (State) (Country) (Zip Code)

(Phone Number)

(E-mail Address)