

The Depository Trust Company

A subsidiary of The Depository Trust & Clearing Corporation

DTC REQUIREMENTS FOR THE MANDATORY EXCHANGE OF RULE 144A AND/ OR REGULATION S SECURITIES FOR UNRESTRICTED SECURITIES (includes securities that are now eligible for resale pursuant to 144(b)(1), in the case of former 144A restricted securities, or pursuant to section 4(1) of the Securities Act of 1933, in the case of former REG S restricted securities.)

REQUIRED FROM THE ISSUER

*No fewer than 15 days prior to the Effective Date or Exchange Date, as applicable, the following must be sent by email to **both** DTC's Underwriting Department at uwcorplor@dtcc.com and to DTC's Announcements Department at mandatoryreorgannouncements@dtcc.com:*

1. An executed instruction letter, in the form attached hereto and;
2. A copy of the form of the Unrestricted Security (without effective restrictive legends) bearing the new unrestricted CUSIP.

IMPORTANT NOTES:

- It is mandatory that the Issuer provides information for all sections of the subject line of the form letter.
- **All non-U.S. Issuers must deliver an original letter bearing an ink signature to the DTC address on the form letter. (Refer to DTC Important Notice B# 5151-09, dated, May 29, 2009)**
- All CUSIP numbers (i.e., the 9-digit alphanumeric security identifier issued by the CUSIP Service Bureau) provided must be complete and accurate.
- Revision to the provided language in the form letters (other than fillable fields) is not acceptable.
- Issuer's failure to follow the requirements as described herein (i.e., provide complete and accurate information in the applicable DTC form letter, and deliver the letter and form of security to **both** DTC's Underwriting and Announcement Departments at the specified email addresses in the requested timeframes) may jeopardize the execution of the exchange by DTC on the effective date / exchange date requested.

REQUIRED FROM THE TRANSFER AGENT AND/ OR TRUSTEE:

Transfer Agent and/ or Trustee will follow DTC's procedures for a mandatory exchange.

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REQUEST FOR MANDATORY EXCHANGE OF SECURITIES ELIGIBLE AT DTC ISSUED PURSUANT TO
RULE 144A NOW ELIGIBLE FOR RESALE PURSUANT TO RULE 144(b)(1)

To be completed by the Issuer (and Co-Issuer, if applicable) and submitted to DTC 15-days prior to the effective date

Date

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

**RE: REQUEST FOR MANDATORY EXCHANGE OF SECURITIES ELIGIBLE AT DTC ISSUED
PURSUANT TO RULE 144A NOW ELIGIBLE FOR RESALE PURSUANT TO RULE 144(b)(1)**

Issuer Name: _____
Restricted Security (CUSIP #): _____
Effective Date: _____
Exchange Date (if it differs from Effective Date): _____
Exchange Rate: _____
Transfer Agent Contact Name: _____
Transfer Agent Contact Telephone #: _____ Email Address: _____

Ladies and Gentlemen:

Reference is made to the Blanket/Issuer Letter of Representations addressed to The Depository Trust Company ("DTC") dated, _____ (the "BLOR/ILOR") from _____ ("Issuer") (and "Co-Issuer", if applicable) in connection with the above-referenced issue of restricted securities (the "Restricted Securities"). It is understood that the BLOR/ILOR is subject to DTC's procedures as stated in DTC's current Operational Arrangements, ("OA") which may be downloaded from DTC's website at www.dtcc.com.

Issuer hereby notifies you that on _____ (the "Effective Date"), the Restricted Securities became freely tradable without restrictions by non-affiliates of the Issuer pursuant to Rule 144(b)(1) under the Securities Act of 1933, as amended (the "Securities Act"). Please be advised that the freely tradable securities will be represented by the CUSIP number _____ ("Unrestricted Securities") and by a global security without restrictive legends. Issuer represents that no "affiliate" of the Issuer as defined in Rule 144(a)(1) is a holder of the Restricted Securities. Issuer hereby instructs DTC to exchange all Restricted Securities represented by CUSIP number _____ for Unrestricted Securities represented by the unrestricted CUSIP number _____. Issuer acknowledges that such exchange of Restricted Securities for Unrestricted Securities will be made in accordance with DTC's Procedures concerning mandatory exchanges.

Issuer agrees that the BLOR/ILOR shall apply in full force and effect with respect to the Unrestricted Securities as of the Effective Date. In addition, Issuer acknowledges that the terms of the Unrestricted Securities are the same as the Restricted Securities, other than with respect to any restrictive legends on the Restricted Securities.

Very truly yours,

(Issuer Name)

By: _____
(Authorized Officer's Signature)

(Print Name & Title)

By: _____
(Co-Issuer Authorized Officer's
Signature, if applicable)

(Print Name & Title)

Attachment: Form of Unrestricted Security

cc: DTC Announcements

The Depository Trust Company

A subsidiary of The Depository Trust & Clearing Corporation

REQUEST FOR MANDATORY EXCHANGE OF SECURITIES ELIGIBLE AT DTC ISSUED PURSUANT TO REGULATION S NOW ELIGIBLE FOR RESALE PURSUANT TO SECTION 4(1) OF THE SECURITIES ACT OF 1933, AS AMENDED, (THE "SECURITIES ACT") OR, IN CASE OF A DEALER, SECTION 4(3) OF THE SECURITIES ACT
To be completed by the Issuer (and Co-Issuer, if applicable) and submitted to DTC 15-days prior to the effective date

_____ Date

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

RE: REQUEST FOR THE MANDATORY EXCHANGE OF SECURITIES ELIGIBLE AT DTC PURSUANT TO REGULATION S NOW ELIGIBLE FOR UNRESTRICTED RESALE PURSUANT TO SECTION 4(1) OF THE SECURITIES ACT OF 1933, AS AMENDED, (THE "SECURITIES ACT") OR, IN THE CASE OF A DEALER, SECTION 4(3) OF THE SECURITIES ACT

Issuer Name: _____
Regulation S Security (CUSIP): _____
Effective Date: _____
Exchange Date (if it differs from the Effective Date): _____
Exchange Rate: _____
Transfer Agent Contact Name: _____
Transfer Agent Contact Telephone #: _____ Email Address: _____

Ladies and Gentlemen:

Reference is made to the Blanket/Issuer Letter of Representations addressed to The Depository Trust Company ("DTC") dated, _____ (the "BLOR/ILOR") from _____ (Issuer") (and "Co-Issuer", if applicable) in connection with the above-referenced issue of Regulation S securities (the "Regulation S Securities"). It is understood that the BLOR/ILOR is subject to DTC's procedures as stated in DTC's current Operational Arrangements ("OA") which may be downloaded from DTC's website www.dtcc.com.

Issuer hereby notifies you that on _____ (the "Effective Date"), the Regulation S Securities are freely tradable without restrictions by non-affiliates of the Issuer pursuant to Section 4(1) of the Securities Act or, in the case of a dealer, Section 4(3) of the Securities Act. Issuer represents that no "affiliate" of the Issuer as defined in Rule 144(a)(1) is a holder of the Regulation S Securities. Please be advised that the freely tradable securities will be represented by the CUSIP number _____ (the "Unrestricted Securities") and by a global security without restrictive legends. Issuer hereby instructs DTC to exchange all Regulation S Securities represented by the CUSIP number _____ for Unrestricted Securities represented by the unrestricted CUSIP number _____. Issuer acknowledges that such exchange of Regulation S Securities for Unrestricted Securities will be made in accordance with DTC's Procedures concerning mandatory exchanges.

Issuer agrees that the BLOR/ILOR shall apply in full force and effect with respect to the Unrestricted Securities as of the Effective Date. In addition, Issuer acknowledges that the terms of the Unrestricted Securities are the same as the Regulation S Securities, other than with respect to any restrictive legends on the Regulation S Securities.

Very truly yours,

(Issuer Name)

By: _____
(Authorized Officer's Signature)

(Print Name & Title)

By: _____
(Co-Issuer Authorized Officer's
Signature, if applicable)

(Print Name & Title)

Attachment: Form of Unrestricted Security

cc: DTC Announcements