

PROCEDURES TO REQUEST ELIGIBILITY FOR AN UNRESTRICTED SECURITY TO PROVIDE THE OPTION TO RETAIN A RULE 144A AND /OR REGULATION S SECURITY OR RECEIVE AN UNRESTRICTED SECURITY:

REQUIRED FROM THE ISSUER:

- No fewer than 10 days prior to the Effective Date, an executed instruction letter, in the form attached hereto, must be sent by e-mail to DTC's Underwriting BEO Group at uwcorplor@dtcc.com.
- A copy of the form of the Unrestricted Security (without effective restrictive legends) bearing the new unrestricted CUSIP must be provided with the instruction letter by e-mail to the Underwriting Department, as listed above.

IMPORTANT NOTES:

- Prior to execution a draft should be submitted to DTC's Underwriting BEO Group either by e-mail at uwcorplor@dtcc.com or by fax at (212) 855-3274.
- It is mandatory that Issuer provides information for all sections of the subject line.
- **NON-U.S. ISSUERS MUST DELIVER AN ORIGINAL LETTER BEARING AN INK SIGNATURE.**
- U.S. Issuers may deliver the letter to DTC's Underwriting Dept. by e-mail (preferred) or by fax at the address or number given above.
- The CUSIP number(s) (9 digit alphanumeric identification numbers provided by the CUSIP Service Bureau) must be complete and correct.
- Revision to the provided language in the form letters (other than matters of choice) is not acceptable.

REQUIRED FROM A DTC PARTICIPANT:

- A completed and signed DTC Eligibility Questionnaire must be sent by the Participant via e-mail to DTC's Underwriting BEO Group at uwcorplor@dtcc.com. The form is located at http://www.dtcc.com/downloads/legal/rules_proc/eligibility/Eligibility_Questionnaire.pdf

TO BE RE-TYPED ON ISSUER'S LETTERHEAD

[This letter must be sent by E-mail to DTC's Underwriting Department at uwcplor@dtcc.com no fewer than 10 days prior to the Effective Date]

[DATE]

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

RE: NOTICE OF THE END OF THE RESTRICTED PERIOD OF SECURITIES ELIGIBLE AT DTC ISSUED PURSUANT TO RULE 144A NOW ELIGIBLE FOR RESALE PURSUANT TO RULE 144(b)(1) AND REQUEST TO MAKE AN UNRESTRICTED SECURITY ELIGIBLE AT DTC
Issuer Name: [Name of Issuer (and Co-Issuer(s), if applicable)]
Restricted Security: [Description & CUSIP Number of Rule 144A Securities]
Unrestricted Security CUSIP Number: [CUSIP Number]
Effective Date: [Date Unrestricted CUSIP is to be Made Eligible]

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", if applicable)**] ("Issuer") 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, which may be downloaded from DTC's website www.dtcc.com (select Legal & Regulatory, then Issue Eligibility).

Issuer hereby notifies you that on [**Date of the end of the restricted period**] (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 [**CUSIP number of the unrestricted securities**] ("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 requests that DTC make the Unrestricted Securities eligible at DTC. Issuer acknowledges that any transfer of Restricted Securities for Unrestricted Securities will be made in accordance with DTC's Procedures.

Issuer agrees that the [BLOR] [ILOR] shall apply in full force and effect with respect to the Unrestricted Securities and any remaining Restricted 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]

[Co-Issuer Name, if applicable]

By: _____
(Authorized Officer's Signature)

[Print Name & Title]

Attachment: Form of Unrestricted Security

TO BE RE-TYPED ON ISSUER'S LETTERHEAD

[This letter must be sent by E-mail to DTC's Underwriting Department at uwcplor@dtcc.com no fewer than 10 days prior to the Effective Date]

[DATE]

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

RE: NOTICE OF REGULATION S SECURITIES 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 AND REQUEST TO MAKE AN UNRESTRICTED SECURITY ELIGIBLE AT DTC

Issuer Name: [Name of Issuer (and Co-Issuer(s), if applicable)]

Restricted Security: [Description & CUSIP Number of Regulation S Securities]

Unrestricted Security CUSIP Number: [CUSIP Number]

Effective Date: [Date Unrestricted CUSIP is to be Made Eligible]

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") 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, which may be downloaded from DTC's website www.dtcc.com (select Legal & Regulatory, then Issue Eligibility).

Issuer hereby notifies you that on **[Date no earlier than the end of the applicable distribution compliance period.]** (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 unrestricted CUSIP number **[CUSIP number of the unrestricted securities]** (the "Unrestricted Securities") and by a global security without restrictive legends. Issuer hereby requests that DTC make the Unrestricted Securities represented by the unrestricted CUSIP number **[Unrestricted CUSIP Number]** eligible at DTC. Issuer acknowledges that any transfer of Restricted Securities for Unrestricted Securities will be made in accordance with DTC's Procedures.

Issuer agrees that the [BLOR] [ILOR] shall apply in full force and effect with respect to the Unrestricted Securities and any remaining Restricted 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]

[Co-Issuer Name, if applicable]

By: _____
(Authorized Officer's Signature)

[Print Name & Title]

Attachment: Form of Unrestricted Security