

The Depository Trust Company

A subsidiary of The Depository Trust & Clearing Corporation

MMI IPA Change Letter

To be used to notify DTC of a IPA change on a DTC eligible MMI issuer's program(s) for future issuances only

(To be completed by the New / Successor IPA and submitted to DTC 10-days prior to the effective date)

(Date)

Attention: Underwriting Department; MMI Eligibility Group

The Depository Trust Company

570 Washington Blvd., 4th FL

Jersey City, NJ 07310

Ladies and Gentlemen:

Please accept this letter as your notification that on the effective date of _____, Issuing/ Paying Agent ("IPA") _____, under IPA account number, _____ will act as the successor IPA for the MMI issuer's program(s) listed in the attachment. Any and all outstanding obligations for the listed MMI issuer's program(s) **will remain with the current Paying Agent ("PA")**. New issuances under the successor IPA may begin as of the effective date provided.

In addition, please accept this letter as a Blanket MMI Letter of Representations for the MMI issuer's programs listed in the attachment. Specifically, IPA _____, agrees to abide by all terms and conditions set forth in the MMI Letter of Representations, executed by and between the former IPA(s) , the MMI issuer(s) listed in the attachment and The Depository Trust Company ("DTC"), and PA will include such issuers under the Certificate Agreement which _____ entered into with DTC, dated as of _____, pursuant to which the PA shall act as custodian of a Master Note Certificate evidencing the Securities, when issued.

Very truly yours,

(Issuing Agent)

By: _____
(Authorized Officer's Signature)

(Paying Agent)

By: _____
(Authorized Officer's Signature)

NOTE: DTC must also receive the notice of resignation from the current IPA to the MMI program(s) listed in the attachment.

MMI IPA Change 03/2014

Attachment (to MMI IPA Change Letter; future issuances only)

Issuer Name	Issuer Number	Issuer Number 2 (for discount CP only)	MMI Type	Program Type

NOTE: DTC must also receive the notice of resignation from the current IPA to the MMI program(s) listed in the attachment.