

The Depository Trust Company
A subsidiary of The Depository Trust & Clearing Corporation

INSTITUTIONAL CERTIFICATE OF DEPOSIT MASTER NOTE

(Date of Issuance)

This certifies: (i) that there has been deposited with _____
_____ (“Issuer”) each sum of money (the “Sum Deposited”) that is identified
on the records of Issuer (the “Underlying Records”) as being evidenced by this Master Note,
which Underlying Records are maintained by _____ (“Paying Agent”);
(ii) that each Sum Deposited and interest thereon, if any, is payable to Cede & Co., as nominee of
The Depository Trust Company, or any successor (“Depository”) (as custodian for institutions
that have accounts with Depository (“Participants”), each acting for itself and for others, or to
registered assigns; (iii) that each Sum Deposited is payable, together with unpaid accrued interest,
if any, on the maturity date of the Sum Deposited, as specified on the Underlying Records; and
(iv) that interest on each Sum Deposited that is payable in installments, if any, is payable on the
due date of each installment, as specified on the Underlying Records. Interest shall be calculated
at the rate and according to the calculation convention specified on the Underlying Records.
Payments shall be made by wire transfer to the registered owner from Paying Agent without the
necessity of presentation and surrender of this Master Note. Each Sum Deposited is not payable
before maturity and bears no interest after maturity except as may be specified on the Underlying
Records.

REFERENCE IS HEREBY MADE TO THE FURTHER PROVISIONS OF THIS MASTER
NOTE SET FORTH ON THE REVERSE HEREOF.

This Master Note is a valid and binding obligation of Issuer.

Not Valid Unless Countersigned for Authentication by Paying Agent.

(Paying Agent)

(Issuer)

By: _____
(Authorized Countersignature)

By: _____
(Authorized Signature)

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At the request of the registered owner, Issuer shall promptly issue and deliver one or more separate note certificates evidencing each Sum Deposited evidenced by this Master Note. As of the date any such note certificate or certificates are issued, the Sums Deposited which are evidenced thereby shall no longer be evidenced by this Master Note.

FOR VALUE RECEIVED, the undersigned hereby sells, assigns, and transfers unto

(Name, Address, and Taxpayer Identification Number of Assignee)

the Master Note and all rights thereunder, hereby irrevocably constituting and appointing _____ attorney to transfer said Master Note on the books of Issuer with full power of substitution in the premises.

Dated:

(Signature)

Signature(s) Guaranteed:

NOTICE: The signature on this assignment must correspond with the name as written upon the face of this Master Note, in every particular, without alteration or enlargement or any change whatsoever.

Unless this certificate is presented by an authorized representative of The Depository Trust Company, a New York corporation ("DTC"), to Issuer or its agent for registration of transfer, exchange, or payment, and any certificate issued is registered in the name of Cede & Co. or in such other name as is requested by an authorized representative of DTC (and any payments is made to Cede & Co. or to such other entity as is requested by an authorized representative of DTC), ANY TRANSFER, PLEDGE, OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL inasmuch as the registered owner of hereof Cede & Co., has an interest herein.