

TRANSFER NOTICE

FOR VALUE RECEIVED the undersigned registered holder (the “**Transferor**”) hereby sell(s), assign(s) and transfer(s) (the “**Transfer**”) unto the transferee (the “**Transferee**”) detailed below:

Insert Taxpayer Identification No.

Please print or typewrite name and address including zip code of assignee

the within Note and all rights thereunder, hereby irrevocably constituting and appointing

attorney to transfer said Note on the books of the Company with full power of substitution in the premises.

In connection with the Transfer, the Transferor hereby certifies that:

[CHECK ALL THAT APPLY]

1. ☐ **Check if Transferee will take delivery of a beneficial interest in the Restricted Global Note, or a Certificated Note issued in exchange for interests in such Restricted Global Note, pursuant to Rule 144A.**

The Transfer is being effected pursuant to and in accordance with Rule 144A, and, accordingly, the Transferor hereby further certifies that the beneficial interest or Certificated Note is being transferred to a Person that the Transferor reasonably believes is purchasing the beneficial interest or Certificated Note for its own account, or for one or more accounts with respect to which such Person exercises sole investment discretion, and such Person and each such account is a “qualified institutional buyer” within the meaning of Rule 144A in a transaction meeting the requirements of Rule 144A, and such Transfer is in compliance with any applicable blue sky securities laws of any state of the United States. Upon consummation of the proposed Transfer in accordance with the terms of the Indenture, the transferred beneficial interest or Certificated Note will be subject to the restrictions on transfer enumerated in the Restricted Note Legend printed on the Restricted Global Note and/or the Certificated Note issued in exchange for interests in such Restricted Global Note and in the Indenture and the Securities Act.

2. ☐ **Check if Transferee will take delivery of a beneficial interest in the Restricted Global Note, or a Certificated Note issued in exchange for interests in such Restricted Global Note, pursuant to Regulation S.**

The Transfer is being effected pursuant to and in accordance with Rule 903 or Rule 904 under the Securities Act and, accordingly, the Transferor hereby further certifies that (i) the Transfer is not being made to a Person in the United States and (x) at the time the buy order was originated, the Transferee was outside the United States or such Transferor and any Person acting on its behalf reasonably believed and believes that the Transferee was outside the United States or (y) the transaction was executed in, on or through the facilities of a designated offshore securities market and neither such Transferor nor any Person acting on its behalf knows that the transaction was prearranged with a buyer

in the United States, (ii) no directed selling efforts have been made in contravention of the requirements of Rule 903(b) or Rule 904(b) of Regulation S under the Securities Act and, (iii) the transaction is not part of a plan or scheme to evade the registration requirements of the Securities Act.

3. ☐ Check and complete if Transferee will take delivery of a beneficial interest in a Certificated Note issued in exchange for interests in a Restricted Global Note pursuant to any provision of the Securities Act other than Rule 144A.

The Transfer is being effected in compliance with the transfer restrictions applicable to beneficial interests in Restricted Global Notes and Certificated Notes issued in exchange for interests in such Restricted Global Notes and pursuant to and in accordance with the Securities Act and any applicable blue sky securities laws of any state of the United States, and accordingly the Transferor hereby further certifies that (check one):

(a) ☐ such Transfer is being effected pursuant to and in accordance with Rule 144 under the Securities Act; or

(b) ☐ such Transfer is being effected to the Company or a subsidiary thereof; or

(c) ☐ such Transfer is being effected pursuant to an effective registration statement under the Securities Act and in compliance with the prospectus delivery requirements of the Securities Act.

4. ☐ Check if Transferee will take delivery of a beneficial interest in a Regulation S Global Note, or of a Certificated Note issued in exchange for interests in such Regulation S Global Note.

(a) ☐ Check if Transfer is pursuant to Rule 144. (i) The Transfer is being effected pursuant to and in accordance with Rule 144 under the Securities Act and in compliance with the transfer restrictions contained in the Indenture and any applicable blue sky securities laws of any state of the United States and (ii) the restrictions on transfer contained in the Indenture and the Restricted Note Legend are not required on order to maintain compliance with the Securities Act. Upon consummation of the proposed Transfer in accordance with the terms of the Indenture, the transferred beneficial interest or Certificated Note will no longer be subject to the restrictions on transfer enumerated in the Restricted Note Legend printed on the Restricted Global Notes, on Certificated Notes issued in exchange for interests in such Restricted Global Notes and in the Indenture.

(b) ☐ Check if Transfer is Pursuant to Regulation S. (i) The Transfer is being effected pursuant to and in accordance with Rule 903 or Rule 904 under the Securities Act and in compliance with the transfer restrictions contained in the Indenture and any applicable blue sky securities laws of any state of the United States and (ii) the restrictions on transfer contained in the Indenture and the Restricted Note Legend are not required on order to maintain compliance with the Securities Act. Upon consummation of the proposed Transfer in accordance with the terms of the Indenture, the transferred beneficial interest or Certificated Note will no longer be subject to the restrictions on transfer enumerated in the Restricted Note Legend printed on the Restricted Global Notes, on Certificated Notes issued in exchange for interests in such Restricted Global Notes and in the Indenture.

(c) ☐ Check if Transfer is Pursuant to Other Exemption. (i) The Transfer is being effected pursuant to and in compliance with an exemption from the registration requirements of the Securities Act other than Rule 144, Rule 903 or Rule 904 and in compliance with the transfer restrictions contained in the Indenture and any applicable blue sky securities laws of any State of the United States and (ii) the restrictions on transfer contained in the Indenture and the Restricted Note Legend are not required in order to maintain compliance with the Securities Act. Upon consummation of the proposed Transfer in accordance with the terms of the Indenture, the transferred beneficial interest or Certificated

Note will not be subject to the restrictions on transfer enumerated in the Restricted Note Legend printed on the Restricted Global Notes, or Certificated Notes issued in exchange for interests in such Restricted Global Notes and in the Indenture.

This certificate and the statements contained herein are made for your benefit and the benefit of the Company.

Date: _____

NOTICE: The signature to this assignment must correspond with the name as written upon the face of the within-mentioned instrument in every particular, without alteration or any change whatsoever.

Date: _____

NOTICE: To be executed by an executive officer

ANNEX A TO CERTIFICATE OF TRANSFER

1. **The Transferor owns and proposes to transfer the following:**

[CHECK ONE OF (a) OR (b)]

- (a) a beneficial interest in the Restricted Global Note (CUSIP: 653890 AA1);

or

- (b) a Certificated Note issued in exchange for interests in a Restricted Global Note.

2. **After the Transfer the Transferee will hold:**

[CHECK ONE OF (a), (b) or (c)]

- (a) a beneficial interest in the:

(i) Restricted Global Note (CUSIP: 653890 AA1); or

(ii) Regulation S Global Note (CUSIP: Q67949 AC3); or

(b) a Certificated Note issued in exchange for interests in a Restricted Global Note;
or

(c) a Certificated Note issued in exchange for interests in a Regulation S Global
Note,

in accordance with the terms of the Indenture.