

Schedule 1
CERTIFICATE OF TRANSFER

In connection with any transfer of this Note occurring prior to the date which is, in the case of a Rule 144A Note, one years after the later of (i) the issuance of this Note (or any predecessor Note) and (ii) the sale of such Note (or any predecessor Note) by the Issuer or an affiliate (within the meaning of Rule 144 under the Securities Act of 1933, as amended (the "**Securities Act**")) of the Issuer (computed in accordance with paragraph (d) of Rule 144 under the Securities Act), or, in the case of a Regulation S Note, 40 days after the later of the commencement of the offering of such Note and the date of closing of the offering of such Note, the undersigned confirms that:

Transferor Certifications - Applicable Exemption [check one]

- (a) This Note is being transferred by the undersigned to a transferee that is, or that the undersigned reasonably believes to be, a "qualified institutional buyer" (as defined in Rule 144A under the Securities Act) pursuant to and in accordance with the exemption from registration under the Securities Act provided by Rule 144A thereunder.

or

- (b) This Note is being transferred by the undersigned in an "**Offshore Transaction**" (as defined in Regulation S under the Securities Act) to a transferee that is not a "**U.S. Person**" (as defined in Regulation S under the Securities Act) pursuant to and in accordance with the exemption from registration under the Securities Act provided by Regulation S thereunder.

Dated: _____

Title:

NOTICE: To be executed by an officer

If the transfer takes place during the applicable periods set forth in the first paragraph above, and none of the boxes under the Applicable Exemption section of the Transferor Certifications is checked, the Fiscal Agent shall not be obligated to register this Note in the name of any person other than the holder hereof.

TO BE COMPLETED BY TRANSFEROR

IF 1(a) ABOVE IS CHECKED:

THE UNDERSIGNED HEREBY REPRESENTS AND AGREES THAT IT IS NOT NOR HAS IT BEEN AT ANY TIME DURING THE PRECEDING THREE MONTHS AN AFFILIATE, AS DEFINED IN RULE 144 UNDER THE SECURITIES ACT OF 1933, AS AMENDED, OF THE ISSUER.

Dated: _____

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