

Form of Transfer

FOR VALUE RECEIVED the undersigned hereby transfers to

.....

.....

(PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS OF TRANSFEREE)

U.S.\$[•] principal amount of the Bonds in respect of which this Certificate is issued, and all rights in respect thereof.

All payments in respect of the Bonds hereby transferred are to be made (unless otherwise instructed by the transferee) to the following account:

Name of bank:.....

U.S.\$ account number:

For the account of:

In connection with any transfer of this Note:

[Check One]

- ☐ (a) these Bonds are being transferred to the Issuer, the Guarantors or any of their Subsidiaries;
- ☐ (b) these Bonds are being transferred pursuant to and in accordance with Rule 144A under the U.S. Securities Act of 1933, as amended (the "**Securities Act**") and, accordingly, the undersigned does hereby further certify that these Bonds are being transferred to a person that the undersigned reasonably believes is purchasing the Bonds 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 each case in a transaction meeting the requirements of Rule 144A and in accordance with any applicable securities laws of any state of the United States;
- ☐ (c) these Bonds are being transferred pursuant to and in accordance with Regulation S and:
- A. the offer of these Bonds was not made to a person in the United States;
- B. either:
- (i) at the time the buy order was originated, the transferee was outside the United States or the undersigned and any person acting on its behalf reasonably believed that the transferee was outside the United States, or

- (ii) the transaction was executed in, on or through the facilities of a designated offshore securities market and neither the undersigned nor any person acting on its behalf knows that the transaction was prearranged with a buyer in the United States;
- C. no directed selling efforts have been made in contravention of the requirements of Rule 903(b) or 904(b) of Regulation S, as applicable; and
- D. the transaction is not part of a plan or scheme to evade the registration requirements of the Securities Act;
- ☐ (d) these Bonds are being transferred in a transaction permitted by Rule 144; or
- ☐ (e) the undersigned did not purchase these Bonds as part of the initial distribution thereof and the transfer is being effected pursuant to and in accordance with an applicable exemption (other than (a) through (d) above) from the registration requirements under the Securities Act and the undersigned has delivered to the Trustee such additional evidence that the Issuer, the Guarantors or the Trustee may require as to compliance with such available exemption.

If none of the foregoing boxes is checked, none of the Trustee, the Paying Agent or the Registrar shall register these Bonds in the name of any person other than the holder hereof unless and until the conditions to any such transfer or registration set forth herein and in Exhibit A to the Agency Agreement shall have been satisfied.

Dated..... Certifying Signature

Name.....

Notes:

1. A representative of the Bondholder should state the capacity in which he signs, e.g. executor.
2. The signature of the person effecting a transfer shall conform to any list of duly authorised specimen signatures supplied by the registered holder or be certified by a recognised bank, notary public or in such other manner as the Registrar or the Transfer Agent may require.