

**FORM OF TRANSFER CERTIFICATE
FOR EXCHANGE OR TRANSFER FROM RULE 144A
BOND TO REGULATION S GLOBAL BOND
(Transfers Pursuant to § 306(c)(6)(ii))**

of the Indenture)

Citibank, N.A., London Branch

Re: Abu Dhabi Crude Oil Pipeline LLC

[Insert Name of Bonds] (the “*Bonds*”)

Reference is hereby made to the Indenture, dated as of November 2, 2017 (the “*Indenture*”), between Abu Dhabi Crude Oil Pipeline LLC (the “*Issuer*”), Citibank, N.A., London Branch as Bond Trustee, London Paying Agent, London Transfer Agent and Custodian, Citibank, N.A., New York Branch as New York Security Registrar, New York Paying Agent and New York Transfer Agent and Citigroup Global Markets Deutschland AG as EU Registrar.

Capitalized terms used but not defined herein shall have the meanings given to them in the Indenture.

This letter relates to US\$_____ principal amount of Bonds which are evidenced by one or more Rule 144A Global Bonds (CUSIP No. _____) and held with the Bond Depository in the name of [Insert Name of Transferor] (the “*Transferor*”). The Transferor has requested an exchange or transfer of such beneficial interest in the Bonds to a Person who will take delivery thereof in the form of an equal principal amount of Bonds evidenced by one or more Regulation S Global Bonds (CUSIP No. _____), to be held with the Bond Depository.

In connection with such request and in respect of such Bonds, the Transferor does hereby certify that such transfer has been effected in accordance with the transfer restrictions set forth in the Bonds and pursuant to and in accordance with either (i) Regulation S or (ii) Rule 144 under the United States Securities Act of 1933, as amended (the “*Securities Act*”), and accordingly the Transferor does hereby further certify that:

(1) with respect to transfers made in reliance on Regulation S under the Securities Act:

(A) the offer of the 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 Transferor and any person acting on its behalf reasonably believed and believes 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 Transferor 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 Rule 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; or

(2) if the transfer has been effected pursuant to Rule 144 under the Securities Act, the Bonds have been transferred in a transaction permitted by Rule 144 under the Securities Act and in accordance with any applicable blue sky or securities laws of any state of the United States.

We understand that this certificate is required in connection with certain securities laws of the United States. In connection therewith, if administrative or legal proceedings are commenced or threatened in connection with which this certificate is or would be relevant, we irrevocably authorize you to produce this certificate to any interested party in such proceeding.

This certificate and the statements contained herein are made for your benefit and the benefit of the Issuer and the initial purchasers, if any, of the Bonds being transferred. Terms used in this certificate and not otherwise defined in the Indenture have the meanings set forth in Regulation S under the Securities Act.

[Insert Name of Transferor]

By: _____

Name:

Title:

(If the registered owner is a corporation, partnership or fiduciary, the title of the Person signing on behalf of such registered owner must be stated)

Dated: _____, _____

cc: Abu Dhabi Crude Oil Pipeline LLC

**FORM OF TRANSFER CERTIFICATE
FOR TRANSFER OR EXCHANGE FROM REGULATION S
GLOBAL BOND TO RULE 144A GLOBAL BOND
(Transfers Pursuant to § 306(c)(6)(iii)
of the Indenture)**

Citibank, N.A., London Branch

Re: **Abu Dhabi Crude Oil Pipeline LLC**

[Insert Name of Bonds] (the “*Bonds*”)_____

Reference is hereby made to the Indenture, dated as of November 2, 2017 (the “*Indenture*”), between Abu Dhabi Crude Oil Pipeline LLC (the “*Issuer*”), Citibank, N.A., London Branch as Bond Trustee, London Paying Agent, London Transfer Agent and Custodian, Citibank, N.A., New York Branch as New York Security Registrar, New York Paying Agent and New York Transfer Agent and Citigroup Global Markets Deutschland AG as EU Registrar. Capitalized terms used but not defined herein shall have the meanings given to them in the Indenture.

This letter relates to US\$_____ principal amount of Bonds which are evidenced by one or more Regulation S Global Bonds (CUSIP No. _____) and held with [the Bond Depository through] Euroclear or Clearstream or both (Common Code _____) in the name of [Insert Name of Transferor] (the “*Transferor*”). The Transferor has requested a transfer of such beneficial interest in Bonds to a Person who will take delivery thereof in the form of an equal principal amount of Bonds evidenced by one or more Rule 144A Global Bonds (CUSIP No. _____), to be held with the Bond Depository.

In connection with such request and in respect of such Bonds, the Transferor does hereby certify that such transfer is being effected pursuant to and in accordance with Rule 144A under the United States Securities Act of 1933, as amended (the “*Securities Act*”), and, accordingly, the Transferor does hereby further certify that the Bonds are being transferred to a Person that the Transferor 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 under the Securities Act in a transaction meeting the requirements of Rule 144A and in accordance with any applicable blue sky or securities laws of any state of the United States.

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We understand that this certificate is required in connection with certain securities laws of the United States. In connection therewith, if administrative or legal proceedings are commenced or threatened in connection with which this certificate is or would be relevant, we irrevocably authorize you to produce this certificate to any interested party in such proceeding. This certificate and the statements contained herein are made for your benefit and the benefit of the Issuer and the initial purchasers, if any, of the Bonds being transferred.

[Insert Name of Transferor]

By:_____

Name:

Title:

(If the registered owner is a corporation, partnership or fiduciary, the title of the Person signing on behalf of such registered owner must be stated)

Dated: _____, _____

cc: Abu Dhabi Crude Oil Pipeline LLC