

ASSIGNMENT FORM AND CERTIFICATE

To assign this Security, fill in the form below:

I or we assign and transfer this Security to

(Print or type assignee's name, address and zip code)

(Insert assignee's soc. sec. or tax I.D. No.)

and irrevocably appoint _____ agent to transfer this Security on the books of the Company. The agent may substitute another to act for him.

Date: _____ Your Signature _____

Sign exactly as your name appears on the other side of this Security.

In connection with any transfer of any of the Securities evidenced by this form and certificate the undersigned confirms that such Securities are being transferred in accordance with its terms (including in accordance with all applicable securities laws of the States of the United States and other jurisdictions):

CHECK ONE BOX BELOW

- ☐ (1) in the United States to a person whom the undersigned reasonably believes is a Qualified Institutional Buyer (as defined in Rule 144A under the Securities Act) ("QIB") in a transaction meeting the requirements of Rule 144A;
- ☐ (2) outside the United States in an offshore transaction in accordance with Rule 903 or 904 under the Securities Act to a person who is (i) not a U.S. person (as defined in Regulation S under the Securities Act) or (ii) a QIB;
- ☐ (3) pursuant to any other available exemption from the registration requirements of the Securities Act;
- ☐ (4) to the Registrar for registration in the name of the Holder, without transfer;
- ☐ (5) pursuant to an effective registration statement under the Securities Act; or
- ☐ (6) to the Company.

Unless one of the boxes is checked, the Registrar will refuse to register any of the Securities evidenced by this certificate in the name of any Person other than the registered Holder thereof; *provided, however*, that if box (2) is checked, the Registrar shall be entitled to require, prior to registering any such transfer of the Securities, such legal opinions, certifications and other information as the Registrar and, if applicable, the Company has reasonably requested to confirm that such transfer is being made pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act, such as the exemption provided by Rule 144 under such Act.

Signature Guarantee

Signature

Signature must be guaranteed

Signature

Signature must be guaranteed by a participant in a recognized signature guaranty medallion program or other signature guarantor program reasonably acceptable to the Trustee

TO BE COMPLETED BY PURCHASER IF (1) ABOVE IS CHECKED.

The undersigned represents and warrants that it is purchasing this Security for its own account or an account with respect to which it exercises sole investment discretion and that it and any such account is a "qualified institutional buyer" within the meaning of Rule 144A under the U.S. Securities Act of 1933, and is aware that the sale to it is being made in reliance on Rule 144A and acknowledges that it has received such information regarding the Company as the undersigned has requested pursuant to Rule 144A or has determined not to request such information and that it is aware that the transferor is relying upon the undersigned's foregoing representations in order to claim the exemption from registration provided by Rule 144A.

Notice: To be executed by an executive officer

Dated: _____

