

**EXHIBIT B**

**FORM OF TRANSFER CERTIFICATE  
FOR EXCHANGE OR TRANSFER FROM RESTRICTED GLOBAL  
SECURITY TO REGULATION S GLOBAL SECURITY  
(Transfers pursuant to Section 2.7(c)(v)(B)  
of the Indenture)**

Citibank, N.A., as Indenture Trustee  
388 Greenwich Street  
New York, New York 10013  
Attention: Kelvin Vargas / Matthew Bellucci  
E-mail: matthew.bellucci@citi.com  
kelvin.l.vargas@citi.com

Re: Interchile S.A.  
[ ]% Senior Secured Notes Due [ ] (the "Indenture Notes")

Reference is hereby made to the Indenture, dated as of [ ], 20[ ] (the "Indenture"), by and among Interchile S.A. (the "Issuer"), each guarantor from time to time party thereto the "Guarantors") and Citibank, N.A., as indenture trustee (in such capacity, the "Indenture Trustee," which term includes any successor indenture trustee under the Indenture), registrar, transfer agent and paying agent. Capitalized terms used herein but not otherwise defined herein shall have the meanings assigned to them in the Indenture.

This letter relates to US\$[ ] principal amount of Indenture Notes which are evidenced by one or more Restricted Global Securities (CUSIP No. [ ]) (ISIN No. [ ]) and held with the Note Depository in the name of [Insert Name of Transferor] (the "Transferor"). The Transferor has requested a transfer of such beneficial interest in the Indenture Notes to a Person who will take delivery thereof in the form of an equal principal amount of Indenture Notes evidenced by one or more Regulation S Global Securities (CUSIP No. [ ]) (ISIN No. [ ]), which amount, immediately after such transfer, is to be held with the Note Depository through Euroclear or Clearstream or both.

In connection with such request and in respect of such Indenture Notes, the Transferor does hereby certify that such transfer has been effected pursuant to and in accordance with Rule 903 or Rule 904 under the United States Securities Act of 1933, as amended (the "Securities Act"), and, accordingly, the Transferor does hereby further certify that:

- (a) the offer of the Indenture Notes 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, 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 904(b) of Regulation S, as applicable;
- (d) the transaction is not part of a plan or scheme to evade the registration requirements of the Securities Act; and
- (e) upon completion of the transaction, the beneficial interest being transferred as described above is to be held with the Note Depository through Euroclear or Clearstream or both.

In addition, if the sale is made during a Distribution Compliance Period (as defined in Regulation S) and the provisions of Rule 904(b)(1) or Rule 904(b)(2) of Regulation S are applicable thereto, we confirm that such sale has been made in accordance with the applicable provisions of Rule 904(b)(1) or Rule 904(b)(2), as the case may be.

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 initial offering of such Indenture Notes being transferred. You and the Issuer are entitled to rely upon this letter and are irrevocably authorized to produce this letter or a copy of thereof to any interested party in any administrative or legal proceedings or official inquiry with respect to the matters covered hereby. 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: \_\_\_\_\_

Dated: [\_\_\_\_\_]  
cc: [\_\_]

**EXHIBIT C**

**FORM OF TRANSFER CERTIFICATE  
FOR EXCHANGE OR TRANSFER FROM REGULATION S GLOBAL  
SECURITY TO RESTRICTED GLOBAL SECURITY  
(Transfers pursuant to Section 2.7(c)(v)(C)  
of the Indenture)**

Citibank, N.A., as Indenture Trustee  
388 Greenwich Street  
New York, New York 10013  
Attention: Kelvin Vargas / Matthew Bellucci  
E-mail: matthew.bellucci@citi.com  
kelvin.l.vargas@citi.com

Re: Interchile S.A.  
[ ]% Senior Secured Notes Due [ ] (the “Indenture Notes”)

Reference is hereby made to the Indenture, dated as of [ ], 20[ ] (the “Indenture”), by and among Interchile S.A. (the “Issuer”), each guarantor from time to time party thereto the “Guarantors”) and Citibank, N.A., as indenture trustee (in such capacity, the “Indenture Trustee,” which term includes any successor indenture trustee under the Indenture), registrar, transfer agent and paying agent. Capitalized terms used herein but not otherwise defined herein shall have the meanings assigned to them in the Indenture.

This letter relates to US\$[ ] principal amount of Indenture Notes which are evidenced by one or more Regulation S Global Securities (CUSIP No. [ ]) (ISIN No. [ ]) and held with the Note Depository through [Euroclear] [Clearstream] in the name of [Insert Name of Transferor] (the “Transferor”). The Transferor has requested a transfer of such beneficial interest in the Indenture Notes to a Person who will take delivery thereof in the form of an equal principal amount of Indenture Notes evidenced by one or more Restricted Global Securities (CUSIP No. [ ]) (ISIN No. [ ]), to be held with the Note Depository.

In connection with such request and in respect of such Indenture Notes, the Transferor does hereby certify that such transfer has been 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 Indenture Notes are being transferred to a Person that the Transferor reasonably believes is purchasing the Indenture Notes 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 blue sky or securities laws or any state of the United States or any other jurisdiction.

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 Indenture Notes being transferred. You and the Issuer are entitled to rely upon this letter and are irrevocably authorized to produce this letter or a copy of thereof to any interested party in any administrative or legal proceedings or official inquiry with respect to the matters covered hereby.

[Insert Name of Transferor]

By: \_\_\_\_\_

Name:

Title:

Dated: [\_\_\_\_\_]

cc: [\_\_]

**EXHIBIT D**

**FORM OF TRANSFER CERTIFICATE  
FOR TRANSFER OR EXCHANGE  
OF A RESTRICTED INDENTURE NOTE  
(Transfers Pursuant to Section 2.7(b) or 2.7(c)(v)(D)  
of the Indenture)**

Citibank, N.A., as Indenture Trustee  
388 Greenwich Street  
New York, New York 10013  
Attention: Kelvin Vargas / Matthew Bellucci  
E-mail: matthew.bellucci@citi.com  
kelvin.l.vargas@citi.com

Re: Interchile S.A.  
[ ]% Senior Secured Notes Due [ ] (the "Indenture Notes")

Reference is hereby made to the Indenture, dated as of [ ], 20[ ] (the "Indenture"), by and among Interchile S.A. (the "Issuer"), each guarantor from time to time party thereto the "Guarantors") and Citibank, N.A., as indenture trustee (in such capacity, the "Indenture Trustee," which term includes any successor indenture trustee under the Indenture), registrar, transfer agent and paying agent. Capitalized terms used herein but not otherwise defined herein shall have the meanings assigned to them in the Indenture.

This letter relates to US\$[ ] principal amount of Indenture Notes presented or surrendered on the date hereof (the "Surrendered Indenture Notes") which are registered in the name of [Insert Name of Transferor] (the "Transferor"). The Transferor has requested a transfer of such Surrendered Indenture Notes to a Person other than the Transferor (each such transaction being referred to herein as a "transfer").

In connection with such request and in respect of such Surrendered Indenture Notes, the Transferor does hereby certify that:

[CHECK ONE]

- the Surrendered Indenture Notes are being transferred to the Issuer;
  - or
- the Surrendered Indenture Notes are being transferred pursuant to and in accordance with Rule 144A under the United States Securities Act of 1933 (the "Securities Act") and, accordingly, the Transferor does hereby further certify that the Surrendered Indenture Notes are being transferred to a Person that the Transferor reasonably believes is purchasing the Surrendered Indenture Notes 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 blue sky or securities laws of any state of the United States;

or

- the Surrendered Indenture Notes are being transferred pursuant to and in accordance with Regulation S under the Securities Act, and
  - (i) the offer of the Surrendered Indenture Notes was not made to a person in the United States;
  - (ii) either:
    - (A) 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
    - (B) 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;
  - (iii) 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
  - (iv) the transaction is not part of a plan or scheme to evade the registration requirements of the Securities Act;
- the Surrendered Indenture Notes are being transferred in a transaction permitted by Rule 144 under the Securities Act and in accordance with any applicable blue sky securities laws of any state of the United States.

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 Indenture Notes being transferred. You and the Issuer are entitled to rely upon this letter and are irrevocably authorized to produce this letter or a copy of thereof to any interested party in any administrative or legal proceedings or official inquiry with respect to the matters covered hereby. 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:

Dated: [\_\_\_\_\_]

cc: [ ]