

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 Global Note, one year 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 Global Note, 40 days after the later of the commencement of the offering of a Tranche of such Notes and the date of closing of the offering of the Tranche of such Notes, 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.