

No service charge will be made for any registration of transfer or exchange of an interest in a Rule 144A Global Note, but the Trustee may require payment of a sum sufficient to cover any tax or other governmental charge payable in connection therewith.

Transfers of interests in the Rule 144A Global Notes are subject to certain additional restrictions. In particular, each transferee of an interest in a Rule 144A Global Note will also be deemed to have made certain additional acknowledgments, representations and warranties as provided in the Indenture. See "*Purchase and Transfer Restrictions*." The Class D Notes may not be purchased by or transferred to a Benefit Plan Investor or any person acting on behalf of or with the assets of a Benefit Plan Investor.

#### Regulation S Global Notes

The Senior Notes and the Income Notes initially sold to non-U.S. Persons (as defined in Regulation S under the Securities Act) in offshore transactions in reliance on Regulation S under the Securities Act will be initially represented by one or more temporary global notes per Class in definitive, fully registered form without interest coupons attached (the "Temporary Regulation S Global Notes"). The Temporary Regulation S Global Notes will be deposited with the Trustee acting as custodian for DTC and will be registered in the name of Cede, as nominee of DTC, for credit to DTC participants holding such position on behalf of Euroclear and Clearstream, for further credit to the respective accounts of Euroclear and Clearstream.

On or after the first Business Day following the 40th day after the later of the Closing Date and the commencement of the offering of the Securities (the "Exchange Date"), interests in a Temporary Regulation S Global Note will be exchangeable for interests in one or more permanent global notes of the same Class in definitive, fully registered form without interest coupons attached (the "Permanent Regulation S Global Notes" and, together with the Temporary Regulation S Global Notes, the "Regulation S Global Notes", and the Regulation S Global Notes together with the Rule 144A Global Notes, the "Global Notes") upon certification that the beneficial interests in such Temporary Regulation S Global Security are owned by Persons who are not U.S. Persons.

Interests in the Regulation S Global Notes may be held only through Euroclear or Clearstream.

All or a portion of an interest in a Regulation S Global Note may be transferred to a Person taking delivery in the form of an interest in a Regulation S Global Note in accordance with the applicable procedures of Clearstream or Euroclear (in addition to the requirements set forth in the Indenture); *provided* that any remaining principal amount of the transferor's interest in the Regulation S Global Notes shall either equal zero or meet the required minimum denominations.

In addition, all or a portion of an interest in a Senior Note in the form of a Regulation S Global Note may be transferred to a Person taking delivery in the form of an interest in a Rule 144A Global Note or exchanged for an interest in a Rule 144A Global Note in accordance with the applicable procedures of DTC, Clearstream or Euroclear (in addition to the requirements set forth in the Indenture) upon receipt by the Trustee of a certificate from the transferor (in the case of a transfer) or the Holder of a Note (in the case of an exchange) in the form provided in the Indenture to the effect that, among other things, the transfer or exchange is to a Person that is both (i) a Qualified Institutional Buyer and (ii) a Qualified Purchaser, and only in a denomination greater than or equal to the required minimum denominations; *provided* that any remaining principal amount of the transferor's interest in the Regulation S Global Note shall either equal zero or meet the required minimum denominations. Any such interest in a Senior Note in the form of a Regulation S Global Note that is transferred to a Person taking delivery in the form of a Rule 144A Global Note will, upon transfer, cease to be an interest in such Regulation S Global Note and become an interest in the Rule 144A Global Note and, accordingly, will thereafter be subject to all transfer restrictions and other procedures applicable to interests in a Rule 144A Global Note for as long as it remains such an interest.

An interest in an Income Note in the form of a Regulation S Global Security may be transferred to a U.S. Person only in the form of a Certificated Note or exchanged for a Certificated Note only in a denomination equal to or greater than the required minimum denomination and only if the transfer or exchange is to a Person that is both (a) a Qualified Institutional Buyer or an Accredited Investor (provided that in the case of any transfer to an Accredited Investor and if requested by the Issuer or on its behalf, the transferor or the transferee has provided an opinion of counsel to each of the Issuer and the Trustee that such transfer may be made pursuant to an exemption