

(iii) Transfer of a Beneficial Interest in a Definitive Security to a Beneficial Interest in a Definitive Security. If a holder of a beneficial interest in a Definitive Security wishes at any time to transfer its interest in such Security to a Person that wishes to take delivery in the form of a Definitive Security, such holder may transfer or cause the transfer of such interest for an equivalent interest in one or more Definitive Securities of the same Class (in Authorized Denominations), but only upon delivery of the documents set forth in the following sentence. Upon receipt by the Indenture Registrar of:

(A) such Definitive Security properly endorsed for assignment to the transferee;

(B) a Transfer Certificate; and

(C) in the case of a transfer of a Subordinated Note to an Accredited Investor that is not also a Qualified Institutional Buyer, an opinion of counsel that such transfer would not be required to be registered under the Securities Act;

the Indenture Registrar shall (x) cancel such Definitive Security and (y) record the transfer in the Indenture Register, and the Trustee shall authenticate and deliver one or more Definitive Securities of the same Class registered in the names and in principal amounts (in Authorized Denominations) designated by the transferee (the Class and the aggregate of such amounts being the same as the Definitive Security surrendered by the transferor). Any purported transfer in violation of the foregoing requirements shall be null and void *ab initio*, and the Indenture Registrar shall not register any such purported transfer and the Trustee shall not authenticate and deliver such Definitive Securities.

(iv) Exchange of a Beneficial Interest in a Definitive Security for a Beneficial Interest in a Definitive Security. If a holder of a beneficial interest in a Definitive Security wishes at any time to exchange such Security for a beneficial interest in one or more Definitive Securities of different principal amounts in the same Class, such holder may exchange or cause the exchange of such interest for an equivalent interest in one or more Definitive Securities of the same Class (in Authorized Denominations), but only upon delivery of the documents set forth in the following sentence. Upon receipt by the Indenture Registrar of:

(A) such Definitive Security endorsed for exchange; and

(B) a Transfer Certificate;

the Indenture Registrar shall (x) cancel such Definitive Security and (y) record the exchange in the Indenture Register and the Trustee shall authenticate and deliver one or more Definitive Securities registered in the names and in the principal amounts (in Authorized Denominations) designated by such holder (the Class and the aggregate of such amounts being the same as the beneficial interests in the Definitive Security surrendered by such holder).