

made to a non-U.S. person and in accordance with Regulation S. Beneficial interests in a Regulation S Global Security may not be held by a U.S. person at any time.

Transferors of beneficial interests in a Regulation S Global Security or a Definitive Security being transferred to a person who takes delivery in the form of an interest in a Rule 144A Global Security must provide to the Trustee (or, in the case of the Preferred Shares, the Fiscal Agent) a Transfer Certificate to the effect that the transfer is being made to a person whom the transferor reasonably believes is a Qualified Institutional Buyer that is also a Qualified Purchaser in a transaction meeting the requirements of Rule 144A in accordance with any applicable securities laws of any state of the United States or any other jurisdiction.

Transferors of a Definitive Security must surrender the certificate at the office of any transfer agent duly endorsed, or be accompanied by a written instrument of transfer in form satisfactory to each of the Issuer or Co-Issuer, as applicable, and the Indenture Registrar duly executed by the holder thereof or its attorney duly authorized in writing, with such signature guaranteed by an "eligible guarantor institution" meeting the requirements of the Indenture Registrar, which requirements include membership or participation in Securities Transfer Agents Medallion Program (STAMP) or such other "signature guarantee program" as may be determined by the Indenture Registrar in addition to, or in substitution for, STAMP, all in accordance with the Exchange Act. Upon such surrender and compliance with the requirements described herein (including a Transfer Certificate from the transferee), a new Definitive Security will be issued, registered in the name of the transferee or transferees (and the holder, in the case of a transfer of only part of such transferor's Definitive Security), in any Authorized Denomination and of a like aggregate principal amount or number of shares, as applicable, and will be obtainable through any transfer agent. With respect to the transfer of Subordinated Securities, if the purchaser is neither a non-U.S. person nor a Qualified Institutional Buyer, the transferor or the transferee must provide an opinion of counsel satisfactory to the Trustee to the effect that such transfer may be made pursuant to an exemption from registration under the Securities Act. The Trustee will act as transfer agent for the Securities under the Indenture and as the Fiscal Agent under the Fiscal Agency Agreement and the Issuer will have the right to appoint additional transfer agents. Subject to the foregoing, the Issuer will have the right at any time to terminate any such appointment and to appoint any other transfer agents in such other places as it may deem appropriate upon notice given in accordance with the Indenture and the Fiscal Agency Agreement, as applicable.

Transfers between participants in DTC will be effected in the ordinary way in accordance with DTC rules and will be settled in immediately available funds. Transfers between participants in Euroclear and Clearstream will be effected in the ordinary way in accordance with their respective rules and operating procedures.

The Issuer has the right under the Indenture (or, in the case of the Preferred Shares, the Fiscal Agency Agreement) to compel any Ineligible Holder to sell its interest in the Securities or may sell such interest in the Securities on behalf of such Ineligible Holder.