

(ii) Certificated Note to Income Note in the form of a Regulation S Global Security. If a Holder of a Certificated Note wishes at any time to transfer such Certificated Note to a person that is not a U.S. Person in an offshore transaction in reliance on Regulation S, such Person shall take delivery thereof in the form of an interest in the corresponding Regulation S Global Security. In such case such Holder may exchange or transfer, or cause the exchange or transfer of, such Certificated Note for an equivalent beneficial interest in the corresponding Regulation S Global Security, provided, that such proposed transferee or the person requesting such exchange, as applicable, is not a U.S. Person. Upon receipt by the Registrar of (A) such Certificated Note properly endorsed for such transfer or exchange, and written instructions from such Holder directing the Registrar to cause to be credited a beneficial interest in the Regulation S Global Security in an amount equal to the principal amount transferred of such Certificated Note, (B) a written order containing information regarding the Euroclear or Clearstream account to be credited with such increase and (C) a certificate in the form of Exhibit B-3 attached hereto, given by the Holder of such Certificated Note stating that the exchange or transfer of such interest has been made in compliance with the transfer restrictions applicable to the Regulation S Global Security, including that the proposed transferee or the person requesting such exchange, as the case may be, is not a U.S. Person and that the proposed transfer is being made pursuant to and in accordance with Regulation S, then the Registrar shall cancel such Certificated Note in accordance with Section 2.10, record the transfer in the Register in accordance with Section 2.6(a) and instruct DTC to increase the principal amount of the corresponding Regulation S Global Security by the aggregate principal amount to be transferred or exchanged of the Certificated Note, and to credit or cause to be credited to the account of the Person specified in such instructions a beneficial interest in the Regulation S Global Security equal to the amount specified in the instructions received pursuant to clause (A) above. Notwithstanding anything else in this Section 2.6(g)(ii), prior to the Exchange Date a Certificated Note may only be exchanged or transferred for an equivalent beneficial interest in the corresponding Temporary Regulation S Global Security.

(iii) Exchange of Certificated Notes. If a Holder of one or more Certificated Notes wishes at any time to exchange such Certificated Notes for one or more Certificated Notes of the same Class of different principal amounts, such Holder may exchange or cause the exchange of such Certificated Note for Certificated Notes bearing the same designation as the Certificated Notes endorsed for exchange, as provided below. Upon receipt by the Issuer and the Registrar of (A) such Holder's Certificated Notes properly endorsed for such exchange and (B) written instructions from such Holder designating the number and principal amounts of the Certificated Notes to be issued (the aggregate of such principal amounts being equal to the aggregate principal amount of the Certificated Notes surrendered for exchange), then the Registrar shall cancel such Certificated Notes in accordance with Section 2.10, record the exchange in the Register in accordance with Section 2.6(a) and upon execution by the Applicable Issuers authenticate and deliver one or more Certificated Notes bearing the same