

companies and clearing corporations and may include certain other organizations. Indirect access to the DTC system is also available to others such as banks, brokers, dealers and trust companies that clear through or maintain a custodial relationship with a participant, either directly or indirectly.

Although DTC, Clearstream and Euroclear have agreed to the foregoing procedures in order to facilitate transfers of interests in the Global Notes among participants of DTC, Clearstream and Euroclear, they are under no obligation to perform or continue to perform these procedures, and the procedures may be discontinued at any time. None of the Co-Issuers, the Trustee or any Paying Agent will have any responsibility for the performance by DTC, Clearstream, Euroclear or their respective participants or indirect participants of their respective obligations under the rules and procedures governing their operations.

Any purported transfer of a Note not in accordance with the Indenture shall be null and void *ab initio* and shall not be given effect for any purpose whatsoever. However, without prejudice to the rights of the Co-Issuers against any beneficial owner or purported beneficial owner of Securities, nothing in the Indenture, or the Notes, as applicable, shall be interpreted to confer on the Co-Issuers, the Trustee, or any Paying Agent any right against Euroclear to require that Euroclear reverse or rescind any trade completed in accordance with the rules of Euroclear.

#### Certificated Income Notes

All Income Notes sold in the United States or to U.S. Persons will be issued in the form of definitive, physical certificates in fully registered form without interest coupons ("Certificated Notes").

The Income Notes may be transferred only (1) in the form of a Certificated Note to Qualified Institutional Buyers or Accredited Investors (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 from registration under the Securities Act and any applicable state securities law) that in each case are also Qualified Purchasers or Knowledgeable Employees or (2) in the form of an interest in a Regulation S Global Security to non-U.S. Persons in offshore transactions in reliance on Regulation S.. Transfers of Income Notes to a person taking delivery in the form of a Certificated Note may only be effected in accordance with the Indenture by delivery to the Issuer and the Trustee of the required written certifications regarding compliance with applicable transfer restrictions.

Subject to the restrictions on transfer set forth in the Indenture and described below under "*Purchase and Transfer Restrictions*," the Holder of a Certificated Note may transfer or exchange such Note, in whole or in part, by surrendering such Note at the designated office of the Trustee, together with an executed instrument of assignment and a transferee certificate substantially in the form attached to the Indenture. With respect to any Certificated Note properly presented for transfer with all necessary accompanying documentation, the Trustee will deliver to the transferee a Certificated Note (other than in the case of Income Notes transferred in offshore transactions in reliance on Regulation S to non-U.S. Persons taking delivery in the form of interests in a Regulation S Global Security) of the like kind in the principal amount as may be requested. The presentation for transfer of any Certificated Note will not be valid unless made at the designated office of the Trustee or at the office of a transfer agent by the registered Holder of such Note in person, or by a duly authorized attorney-in-fact. The Holder of a Certificated Note will not be required to bear the costs and expenses of effecting any transfer or registration of transfer, *except* that the relevant Holder of such Note will be required to bear (i) the expenses of delivery by other than regular mail (if any) and (ii) if the Issuer or the Trustee so requires, the payment of a sum sufficient to cover any duty, stamp tax or governmental charge or insurance charges that may be imposed in relation thereto.

The Income Notes will not be sold or transferred to purchasers that have represented that they are Benefit Plan Investors or Controlling Persons to the extent that such sale would result in Benefit Plan Investors owning 25% or more of the Income Notes (excluding Income Notes held by Controlling Persons). *See "Certain ERISA Considerations."*