

the Indenture Registrar shall (x) cancel such Definitive Security, (y) record the exchange or transfer, as applicable, in the Indenture Register and (z) confirm the instructions at the Depository to increase the principal amount of the applicable Regulation S Global Security by the aggregate principal amount of the beneficial interest in the Definitive Security to be exchanged or transferred, and to credit or cause to be credited to the securities account specified by or on behalf of the holder of the beneficial interest in the applicable Regulation S Global Security of the same Class.

(vii) Exchange or Transfer of a Beneficial Interest in a Rule 144A Global Security to a Beneficial Interest in a Regulation S Global Security. If a holder of a beneficial interest in a Rule 144A Global Security deposited with the Depository wishes at any time to exchange such interest for, or transfer its interest in such Rule 144A Global Security to a Person who wishes to take delivery in the form of, an interest in a Regulation S Global Security, such holder may, subject to the rules and procedures of the Depository, exchange or transfer or cause the exchange or transfer of such interest for an equivalent beneficial interest in the Regulation S Global Security 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) instructions given in accordance with the Depository's procedures from an Agent Member that contain information regarding the participant account to be credited with such increase; and

(B) a Transfer Certificate;

the Indenture Registrar shall confirm the instructions at the Depository to (x) reduce the principal amount of the applicable Rule 144A Global Security and (y) increase the principal amount of the applicable Regulation S Global Security by the aggregate principal amount of the beneficial interest in such Rule 144A Global Security to be exchanged or transferred and (z) credit or cause to be credited to the securities account specified by or on behalf of the holder of the beneficial interest in the applicable Regulation S Global Security.

(viii) Exchange or Transfer of a Beneficial Interest in a Regulation S Global Security to a Beneficial Interest in a Rule 144A Global Security. If a holder of a beneficial interest in a Regulation S Global Security deposited with the Depository wishes at any time to exchange such interest for, or transfer its interest in such Regulation S Global Security to a Person who wishes to take delivery in the form of, an interest in a Rule 144A Global Security, such holder may, subject to the rules and procedures of Euroclear, Clearstream or the Depository, as the case may be, exchange or transfer or cause the exchange or transfer of such interest for an equivalent beneficial interest in a Rule 144A Global Security 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) instructions given in accordance with the procedures of Euroclear, Clearstream or the Depository, as the case may be, that contain information regarding the participant account to be credited with such increase; and