

**FORM OF TRANSFER CERTIFICATE FOR TRANSFER FROM
144A GLOBAL NOTE TO REG S GLOBAL NOTE**

Citigroup Global Markets Deutschland AG, as Transfer Agent
5th Floor, Reuterweg 16
60323 Frankfurt
Germany

**Re: Conti-Gummi Finance B.V.
7.125% Senior Secured Notes Due 2018 (the “Notes”)**

Reference is hereby made to the Conditions of Issue of the Notes (the “Conditions of Issue”). Capitalized terms used but not defined herein shall have the meanings given them in the Conditions of Issue.

This letter relates to EUR_____ aggregate principal amount of Notes (the “Transfer Notes”) that are held as an interest in the 144A Global Note (Securities Identification Number (*Wertpapierkennnummer*): A1A1P3; ISIN No: DE000A1A1P33) with the Clearing System. The undersigned [*name of transferor*] (the “Transferor”) hereby irrevocably instructs the Transfer Agent to direct the Clearing System to exchange or transfer the Transferee’s proportionate co-ownership interest in the 144A Global Note representing the Transfer Notes for an equivalent proportionate co-ownership interest in the Reg S Global Note (Securities Identification Number (*Wertpapierkennnummer*): A1A1P2; ISIN No. DE000A1A1P25).

In connection with such request, the Transferor:

- (a) with respect to transfers made in reliance on Regulation S (“Regulation S”) under the United States Securities Act of 1933, as amended (the “Securities Act”), does certify that:
 - (i) the offer of the Notes was not made to a person in the United States;
 - (ii) either (x) at the time the buy order is originated the transferee is outside the United States or the Transferor and any person acting on its behalf reasonably believe that the transferee is outside the United States or; (y) the transaction was executed in, on or through the facilities of a designated offshore securities market described in paragraph (b) of Rule 902 of Regulation S and neither the Transferor nor any person acting on its behalf knows that the transaction was pre-arranged with a buyer in the United States;
 - (iii) no directed selling efforts have been made in the United States by the Transferor, an affiliate thereof or any person their behalf in contravention of the requirements of Rule 903 or 904 of Regulation S, as applicable;
 - (iv) the transaction is not part of a plan or scheme to evade the registration requirements of the Securities Act; and
 - (v) the Transferor is not the Issuer, a distributor of the Notes, an affiliate of the Issuer or any such distributor (except any officer or director who is an affiliate solely by virtue of holding such position) or a person acting on behalf of any of the foregoing.
- (b) with respect to transfers made in reliance on Rule 144, certifies that the Notes are being transferred in a transaction permitted by Rule 144 under the Securities Act.

You, the Issuer and the Guarantors are entitled to rely upon this letter and are irrevocably authorized to produce this letter or a copy hereof to any interested party in any administrative or legal proceedings or official inquiry with respect to the matters covered hereby. Terms used in this certificate have the meanings set forth in Regulation S.

The Transferee agrees that it will transfer the Transfer Notes to the clearing system account of the Transfer Agent with Clearstream Banking AG, Frankfurt am Main, designated by the Transfer Agent.

The Transferor irrevocably instructs the Transfer Agent to make arrangements to deliver the proportionate co-ownership interest in the Reg S Global Note resulting from such transfer or exchange to the following securities account with a bank or other financial intermediary:

Bank: _____
(Name of bank or other financial intermediary)

Bank Sort Code: _____

CBL/CBF/Euroclear acc. _____

You, the Issuer and the Guarantors are entitled to rely upon this letter and are irrevocably authorized to produce this letter or a copy hereof to any interested party in any administrative or legal proceedings or official inquiry with respect to the matters covered hereby.

[Name of Transferor]

By: _____

Name:

Title:

Date:

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REG S GLOBAL NOTE TO 144A GLOBAL NOTE

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Reference is hereby made to the Conditions of Issue of the Notes (the “Conditions of Issue”). Capitalized terms used but not defined herein shall have the meanings given them in the Conditions of Issue.

This letter relates to EUR_____ aggregate principal amount of Notes (the “Transfer Notes”) that are held as an interest in the Reg S Global Note (Securities Identification Number (*Wertpapierkennnummer*): A1A1P2; ISIN No: DE000A1A1P25) with the Clearing System. The undersigned [*name of transferor*] (the “Transferor”) hereby irrevocably instructs the Transfer Agent to direct the Clearing System to exchange or transfer the Transferee’s proportionate co-ownership interest in the Reg S Global Note representing the Transfer Notes for an equivalent proportionate co-ownership interest in the 144A Global Note (Securities Identification Number (*Wertpapierkennnummer*): A1A1P3; ISIN No. DE000A1A1P33).

[In connection with such request, and in respect of such Notes the Transferor does hereby certify that the Transferor is relying on Rule 144A under the United States Securities Act of 1933, as amended (the “Securities Act”) for exemption from the Securities Act’s registration requirements; it is transferring such Notes to a person it reasonably believes is a “qualified institutional buyer” as defined in Rule 144A that purchases for its own account, or for the account of a qualified institutional buyer, and to whom the Transferor has given notice that the transfer is made in reliance on Rule 144A and the transfer is being made in accordance with any applicable securities laws of any state of the United States.]¹

The Transferee agrees that it will transfer the Transfer Notes to the clearing system account of the Transfer Agent with Clearstream Banking AG, Frankfurt am Main, designated by the Transfer Agent.

The Transferor irrevocably instructs the Transfer Agent to make arrangements to deliver the proportionate co-ownership interest in the Reg S Global Note resulting from such transfer or exchange to the following securities account with a bank or other financial intermediary:

Bank: _____
(Name of bank or other financial intermediary)

Bank Sort Code: _____

CBL/CBF/Euroclear acc. _____

You, the Issuer and the Guarantors are entitled to rely upon this letter and are irrevocably authorized to produce this letter or a copy hereof to any interested party in any administrative or legal proceedings or official inquiry with respect to the matters covered hereby.

[Name of Transferor]

By: _____

Name:

Title:

Dated:

¹ Only required if the transfer or exchange is to be made prior to or on the Relevant Distribution Compliance Date.