

ASSIGNMENT FORM

To assign and transfer this Note, fill in the form below:

(I) or (the Company) assign and transfer this Note to

\_\_\_\_\_  
(Insert assignee's social security or tax I.D. no.)

\_\_\_\_\_  
(Print or type assignee's name, address and postal code)

and irrevocably appoint \_\_\_\_\_ agent to transfer this Note on the books of the Company. The agent may substitute another to act for him.

Your Signature: \_\_\_\_\_  
(Sign exactly as your name appears on the other side of this Note)

Signature Guarantee: \_\_\_\_\_  
(Participant in a recognized signature guarantee medallion program)

Date: \_\_\_\_\_

Certifying Signature:

In connection with any transfer of any Notes evidenced by this certificate occurring prior to the date that is one year after the later of the date of original issuance of such Notes and the last date, if any, on which the Notes were owned by the Company or any Affiliate of the Company, the undersigned confirms that such Notes are being transferred in accordance with the transfer restrictions set forth in such Notes and:

CHECK ONE BOX BELOW

- (1)  to the Guarantors or any Subsidiary; or
- (2)  pursuant to an effective registration statement under the U.S. Securities Act of 1933; or
- (3)  pursuant to and in compliance with Rule 144A under the U.S. Securities Act of 1933; or
- (4)  pursuant to and in compliance with Regulation S under the U.S. Securities Act of 1933; or
- (5)  pursuant to another available exemption from the registration requirements of the U.S. Securities Act of 1933.

Unless one of the boxes is checked, the Trustee will refuse to register any of the Notes evidenced by this certificate in the name of any person other than the registered Holder thereof; *provided, however,* that if box (3) is checked, by executing this form, the Transferor is deemed to have certified that such Notes are being transferred to a person it reasonably believes is a "qualified institutional buyer" as de-

fined in Rule 144A under the U.S. Securities Act of 1933 who has received notice that such transfer is being made in reliance on Rule 144A; if box (4) is checked, by executing this form, the Transferor is deemed to have certified that such transfer is made pursuant to an offer and sale that occurred outside the United States in compliance with Regulation S under the U.S. Securities Act; and if box (5) is checked, the Trustee may require, prior to registering any such transfer of the Notes, such legal opinions, certifications and other information as the Company reasonably requests to confirm that such transfer is being made pursuant to an exemption from or in a transaction not subject to, the registration requirements of the U.S. Securities Act of 1933.

Signature: \_\_\_\_\_

Signature Guarantee: \_\_\_\_\_  
(Participant in a recognized signature guarantee medallion program)

Certifying Signature: \_\_\_\_\_ Date: \_\_\_\_\_

Signature Guarantee: \_\_\_\_\_  
(Participant in a recognized signature guarantee medallion program)