



**Representations for Securities with a Conversion Provision--
to be included in DTC Letter of Representations**

In the event a DTC participant (“Participant”) exercises the right to convert the Securities, the _____ issued as a result of the conversion shall have the following DTC eligible CUSIP number: _____.

Issuer and Agent¹ agree that conversions of the Securities shall be processed through DTC’s “Conversions” program. Agent agrees that delivery of an instruction to debit the balance of the Security certificate for a specified amount of the Securities evidenced thereby shall be the equivalent of presentation of physical Security certificates for all purposes related to exercise of the conversion right. For purposes of determining the holders of record entitled to applicable voting rights and to receive any distributions, Agent agrees that any new securities bearing the CUSIP number referenced above issued as a result of the conversion shall be issued as of the date on which DTC delivers the conversion instruction.

¹Agent shall be defined as Depositary, Trustee, Trust Company, Issuing Agent and/or Paying Agent as such definition applies in the DTC Letter of Representations to which this rider may be attached.