



## Warner Chilcott Limited

(together with Allergan Funding SCS, Allergan Finance LLC, Forest Laboratories, LLC and Allergan, Inc., as described herein)

Offers to Purchase for Cash the Outstanding Securities Listed Below  
Pursuant to the Offer to Purchase dated May 10, 2017

Title of Security	Issuer of Security (1)	CUSIP Number/ 144A ISIN/ REGS ISIN	Principal Amount Outstanding	Maximum Tender SubCap	Acceptance Priority Level
4.875% notes due February 2021	Forest Laboratories, LLC	345838AE6/ US345838AE68/ U3455QAC7	\$750,000,000	\$300,000,000	1
4.625% notes due October 2042	Allergan Finance LLC	942683AH6	\$1,000,000,000	\$400,000,000	2
4.375% notes due February 2019	Forest Laboratories, LLC	345838AC0/ US345838AC03/ U3455QAB9	\$1,050,000,000	\$420,000,000	3
4.750% notes due March 2045	Allergan Funding SCS	00507UAU5	\$2,500,000,000	\$1,000,000,000	4
4.850% notes due June 2044	Allergan Funding SCS	00507UAH4	\$1,500,000,000	\$375,000,000	5
4.550% notes due March 2035	Allergan Funding SCS	00507UAT8	\$2,500,000,000	N/A	6
3.375% notes due September 2020	Allergan, Inc.	018490AN2	\$650,000,000	N/A	7
3.250% notes due October 2022	Allergan Finance LLC	942683AF0	\$1,700,000,000	N/A	8

(1) Each issuer of the Securities (as defined below) is the co-offeror, together with Warner Chilcott Limited, in each Tender Offer (as defined below) for the Securities of such issuer.

This Letter of Transmittal is for use in connection with tenders of the Securities listed in the table above pursuant to the Tender Offers (as defined below) unless Holders (as defined below) are tendering Securities through the Automated Tender Offer Program (“ATOP”) of The Depository Trust Company (“DTC”). This Letter of Transmittal should be completed, signed and sent, together with all other required documents, to Global Bondholder Services Corporation (the “Tender and Information Agent”) at its address set forth below. **This Letter of Transmittal need not be completed by Holders tendering Securities through ATOP.**

The Tender Offers for the 4.875% notes due February 2021, the 4.625% notes due October 2042, the 4.375% notes due February 2019, the 4.750% notes due March 2045, the 4.850% notes due June 2044, the 4.550% notes due March 2035, the 3.375% notes due September 2020 and the 3.250% notes due October 2022 (collectively, the “Securities”) will expire at 11:59 p.m., New York City time, on June 7, 2017, or, in each case, any other date and time to which the applicable Offeror (as defined in the Offer to Purchase (as defined below)) extends the applicable Tender Offer (such date and time, as it may be extended with respect to a Tender Offer, the applicable “Expiration Date”), unless earlier terminated. You must validly tender Securities prior to or at 5:00 p.m., New York City time, on May 23, 2017 (such date and time, as it may be extended with respect to a Tender Offer, the applicable “Early Tender Date”), to be eligible to receive the applicable Total Consideration (as defined in the Offer to Purchase) plus Accrued Interest (as defined below). If you validly tender your Securities after the applicable Early Tender Date but prior to or at the applicable Expiration Date, you will only be eligible to receive the applicable Late Tender Offer Consideration (as defined in the Offer to Purchase) plus Accrued Interest. Securities may be withdrawn prior to or at, but not after, 5:00 p.m. New York City time, on May 23, 2017 (such date and time, as it may be extended with respect to a Tender Offer, the applicable “Withdrawal Deadline”). The Tender Offers are subject to the satisfaction of certain conditions, including a Financing Condition (as defined in the Offer to Purchase).

*The Tender Agent for the Tender Offers is:*

## **Global Bondholder Services Corporation**

By Facsimile:  
(For Eligible Institutions only)  
(212) 430-3775  
Confirmation:  
(212) 430-3774

*By Mail:*  
65 Broadway – Suite 404  
New York, New York 10006

*By Overnight Courier:*  
65 Broadway – Suite 404  
New York, New York 10006

*By Hand:*  
65 Broadway – Suite 404  
New York, New York 10006

**DELIVERY OF THIS LETTER OF TRANSMITTAL TO AN ADDRESS, OR TRANSMISSION VIA FACSIMILE TO A NUMBER, OTHER THAN AS SET FORTH ABOVE WILL NOT CONSTITUTE VALID DELIVERY.**

**The instructions contained in the Offer to Purchase dated May 10, 2017 (as the same may be amended or supplemented, the “Offer to Purchase”) and in this Letter of Transmittal and the instructions hereto (as the same may be amended or supplemented, this “Letter of Transmittal”) should be read carefully before this Letter of Transmittal is completed and must be followed.**

All capitalized terms used but not defined herein shall have the meanings ascribed to them in the Offer to Purchase.

To the extent there are any conflicts between the terms and conditions of this Letter of Transmittal and the terms and conditions of the Offer to Purchase, the terms and conditions of the Offer to Purchase shall control. In this Letter of Transmittal, unless otherwise stated or the context otherwise requires, all dollar amounts are expressed in United States dollars, and references to “\$” are to United States dollars, and the Offerors have used the convention of referring to all Securities that have been validly tendered and not validly withdrawn as having been “validly tendered”.

By the execution hereof, the undersigned acknowledges receipt of the Offer to Purchase and this Letter of Transmittal, which together constitute an offer to purchase for cash each series of Securities listed above (collectively, the “Securities” and each, a “series” of Securities) from each holder thereof (each, a “Holder” and, collectively, the “Holders”), upon the other terms and subject to the conditions set forth in the Offer to Purchase and this Letter of Transmittal (each such offer to purchase, a “Tender Offer” and the Tender Offers collectively, the “Tender Offers”). The undersigned has completed, executed and delivered this Letter of Transmittal to indicate the action the undersigned desires to take with respect to the Tender Offers.

**PURSUANT TO THE TENDER OFFERS, HOLDERS OF SECURITIES WHO WISH TO BE ELIGIBLE TO RECEIVE THE APPLICABLE TOTAL CONSIDERATION MUST VALIDLY TENDER (AND NOT VALIDLY WITHDRAW) THEIR SECURITIES TO THE TENDER AND INFORMATION AGENT PRIOR TO OR AT THE APPLICABLE EARLY TENDER DATE. HOLDERS WHO VALIDLY TENDER THEIR SECURITIES TO THE TENDER AND INFORMATION AGENT AFTER THE APPLICABLE EARLY TENDER DATE BUT PRIOR TO OR AT THE APPLICABLE EXPIRATION DATE WILL BE ELIGIBLE ONLY TO RECEIVE THE APPLICABLE LATE TENDER OFFER CONSIDERATION.**

In addition to the Total Consideration or Late Tender Offer Consideration, as the case may be, payable in respect of Securities accepted for purchase, Holders will be entitled to receive accrued and unpaid interest (“Accrued Interest”) on their purchased Securities from the applicable last interest payment date up to, but not including, the applicable Final Settlement Date (or Early Settlement Date, as applicable).

This Letter of Transmittal is to be used by Holders if a tender of Securities is to be made by book-entry transfer to the Tender and Information Agent’s account at DTC pursuant to the procedures set forth in the Offer to Purchase under “The Terms of the Tender Offers—Procedures for Tendering” by any financial institution that is a participant in DTC and whose name appears on a security position listing as the owner of Securities.

All of the Securities are held in book-entry form through the facilities of DTC. If a Holder desires to tender Securities, the Holder must transfer such Securities through ATOP, for which the transaction will be eligible, or deliver to the Tender and Information Agent a properly completed Letter of Transmittal, together with any other documents required by this Letter of Transmittal, and deliver the tendered Securities by book-entry transfer. Upon receipt of such Holder’s acceptance through ATOP, DTC will verify the acceptance and send an Agent’s Message (as defined in the Offer to Purchase) to the Tender and Information Agent for its acceptance. A Holder who holds Securities through a broker, dealer, commercial bank, trust company or other nominee, should contact such custodian or nominee if they wish to tender their Securities.

**Holders desiring to tender Securities must allow sufficient time for completion of the ATOP procedures during the normal business hours of DTC prior to the applicable Expiration Date or the Early**

**Tender Date, as the case may be. For a description of certain procedures to be followed in order to tender Securities through ATOP, please see “The Terms of the Tender Offers—Procedures for Tendering” in the Offer to Purchase and the Instructions to this Letter of Transmittal.**

The instructions included with this Letter of Transmittal must be followed.

Questions and requests for assistance or for additional copies of the Offer to Purchase and this Letter of Transmittal can be directed to the Tender and Information Agent or to Morgan Stanley & Co. LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated, Citigroup Global Markets Inc., Barclays Capital Inc., BNP Paribas Securities Corp., HSBC Securities (USA) Inc. or Mizuho Securities USA LLC (collectively, the “Dealer Managers”), at the addresses and telephone numbers set forth on the back cover of this Letter of Transmittal.

**PLEASE COMPLETE THE FOLLOWING:**

List below the Securities and principal amounts of Securities being tendered. If the space provided is inadequate, list the principal amounts on a separately executed schedule and affix the schedule to this Letter of Transmittal. Securities of a series may be tendered only in principal amounts equal to the authorized denomination of \$2,000 and any integral multiple of \$1,000 in excess thereof. No alternative, conditional or contingent tenders will be accepted. Holders who tender less than all of their Securities of a series must continue to hold Securities of such series in the minimum authorized denomination of \$2,000 principal amount.

<b>DESCRIPTION OF SECURITIES TENDERED</b>		
<b>Name(s) and Address(es) of Holder(s) or name of DTC Participant and Participant's DTC Account Number in which Securities are Held</b>	<b>Aggregate Principal Amount Represented*</b>	<b>Principal Amount Tendered</b>
A. 4.875% notes due February 2021 (CUSIP No.: 345838AE6; 144A ISIN: US345838AE68; REGS ISIN: U3455QAC7)		
B. 4.625% notes due October 2042 (CUSIP No.: 942683AH6)		
C. 4.375% notes due February 2019 (CUSIP No.: 345838AC0; 144A ISIN: US345838AC03; REGS ISIN: U3455QAB9)		
D. 4.750% notes due March 2045 (CUSIP No.: 00507UAU5)		
E. 4.850% notes due June 2044 (CUSIP No.: 00507UAH4)		
F. 4.550% notes due March 2035 (CUSIP No.: 00507UAT8)		
G. 3.375% notes due September 2020 (CUSIP No.: 018490AN2)		
H. 3.250% notes due October 2022 (CUSIP No.: 942683AF0)		
* Unless otherwise indicated in the column labeled "Principal Amount Tendered" and subject to the terms and conditions of the Tender Offers, a Holder will be deemed to have tendered the entire aggregate principal amount represented by the Securities indicated in the column labeled "Aggregate Principal Amount Represented." See Instruction 4.		

- CHECK HERE IF TENDERED SECURITIES ARE BEING DELIVERED BY BOOK-ENTRY TRANSFER MADE TO AN ACCOUNT MAINTAINED BY THE TENDER AND INFORMATION AGENT WITH DTC, AND COMPLETE THE FOLLOWING (ONLY PARTICIPANTS IN A BOOK-ENTRY TRANSFER FACILITY MAY DELIVER SECURITIES BY BOOK-ENTRY TRANSFER):**

Name of Tendering Institution: \_\_\_\_\_

Account Number: \_\_\_\_\_

Transaction Code Number: \_\_\_\_\_

**NOTE: SIGNATURES MUST BE PROVIDED BELOW**  
**PLEASE READ THE ACCOMPANYING INSTRUCTIONS CAREFULLY**

Ladies and Gentlemen:

Upon the terms and subject to the conditions of the Tender Offers (including the Aggregate Maximum Tender Cap, Maximum Tender SubCaps, Acceptance Priority Levels and proration procedures), the undersigned hereby tenders to the Offerors the principal amount of Securities indicated above pursuant to the applicable Tender Offer. The undersigned understands that the Tender Offers are not conditioned upon the tender of any minimum principal amount of the Securities. The undersigned also understands that the Offerors reserve the right to increase or decrease any Maximum Tender SubCap or the Aggregate Maximum Tender Cap in their sole discretion, that the purchase of any series of Securities is not conditioned upon the purchase of any other series of Securities, and that any Securities validly tendered in the Tender Offers and accepted for purchase will be accepted for purchase by the Offerors based on the Maximum Tender SubCaps noted in the Offer to Purchase, subject to the Aggregate Maximum Tender Cap, Acceptance Priority Levels and proration procedures, each as more fully described in the Offer to Purchase. There is no Maximum Tender SubCap applicable to the 4.550% notes due March 2035, the 3.375% notes due September 2020 or the 3.250% notes due October 2022. Subject to applicable law, the Offerors expressly reserve the right, in their sole discretion, to amend, extend or terminate any Tender Offer.

Subject to, and effective upon, the acceptance for purchase of, and payment for, the principal amount of the Securities tendered with this Letter of Transmittal, the undersigned hereby (i) irrevocably sells, assigns and transfers to, or upon the order of, the applicable Offeror, all right, title and interest in and to the Securities that are being tendered hereby, (ii) waives any and all other rights with respect to such Securities (including without limitation, any existing or past defaults and their consequences in respect of such Securities and the indenture governing such Securities), (iii) releases and discharges the Offerors from any and all claims the undersigned may have now, or may have in the future, arising out of, or related to, such Securities, including without limitation, any claims that the undersigned is entitled to receive additional principal or interest payments with respect to such Securities or to participate in any redemption or defeasance of such Securities, and (iv) irrevocably constitutes and appoints the Tender and Information Agent the true and lawful agent and attorney-in-fact of the undersigned with respect to such Securities (with full knowledge that the Tender and Information Agent also acts as the agent of the Offerors in connection with the Tender Offers), with full power of substitution and resubstitution (such power-of-attorney being deemed to be an irrevocable power coupled with an interest) to (a) present such Securities and all evidences of transfer and authenticity of, or transfer ownership of, such Securities on the account books maintained by the applicable Securities trustee and DTC to, or upon the order of, the applicable Offeror, (b) present such Securities for transfer on the security register for the Securities, and (c) receive all benefits and otherwise exercise all rights of beneficial ownership of such Securities, all in accordance with the terms of and conditions to the Tender Offers.

The undersigned understands that the tender of Securities pursuant to the Tender Offers may be validly withdrawn at any time prior to or at the applicable Withdrawal Deadline, but not thereafter; except, in each case, as otherwise required by law. The undersigned understands that tenders of Securities must be validly withdrawn in compliance with the procedures described in the Offer to Purchase and in this Letter of Transmittal.

The undersigned hereby represents and warrants that the undersigned has full power and authority to tender, sell, assign and transfer the Securities tendered hereby, and that when such Securities are accepted for purchase and payment by the applicable Offeror, such Offeror will acquire good title thereto, free and clear of all liens, restrictions, charges and encumbrances and not subject to any adverse claim or right. If the undersigned tenders less than all of the Securities of a particular series owned by the undersigned, it hereby represents and warrants that, immediately following the acceptance for purchase of such tendered Securities, the undersigned would beneficially own Securities of such series in an aggregate principal amount of at least the applicable authorized denomination (as set forth in the Offer to Purchase under “The Terms of the Tender Offers—Procedures for Tendering—Minimum Tender Denomination; Partial Tenders”). The undersigned will, upon request, execute and deliver any additional documents deemed by the Tender and Information Agent or the Offerors to be necessary or desirable to complete the sale, assignment and transfer of the Securities tendered hereby.

The undersigned also hereby represents and warrants that the undersigned has a “net long position” in the Securities at least equal to the Securities being tendered within the meaning of Rule 14e-4 of the Securities Exchange Act of 1934, as amended, and that such tender of Securities complies with Rule 14e-4.

The undersigned understands that the tender of Securities pursuant to any of the procedures and instructions described in the Offer to Purchase and in this Letter of Transmittal, and acceptance thereof by the applicable Offeror, will constitute a binding agreement between the undersigned and the applicable Offeror, upon the terms and subject to the conditions of the Tender Offers, which agreement will be governed by, and construed in accordance with, the laws of the State of New York. For purposes of the Tender Offers, the undersigned understands that the applicable Offeror will be deemed to have accepted for purchase validly tendered Securities if, as and when such Offeror gives oral or written notice thereof to the Tender and Information Agent.

Notwithstanding any other provision of the Offer to Purchase, the undersigned understands that the Offerors’ obligation to accept for purchase, and to pay for, the Securities validly tendered and not validly withdrawn pursuant to the Tender Offers (subject to the Aggregate Maximum Tender Cap, Maximum Tender SubCaps, Acceptance Priority Levels and proration procedures) is subject to, and conditioned upon, the satisfaction of or, where applicable, its waiver, of the conditions, including the Financing Condition (as defined in the Offer to Purchase), contained in the Offer to Purchase.

All authority conferred or agreed to be conferred by this Letter of Transmittal shall survive the death or incapacity of the undersigned and every obligation of the undersigned under this Letter of Transmittal shall be binding upon the undersigned’s heirs, personal representatives, executors, administrators, successors, assigns, trustees in bankruptcy and other legal representatives.

All questions as to the form of all documents and the validity (including time of receipt) and acceptance of all tenders and withdrawals of Securities will be determined by the Offerors, in their sole discretion, the determination of which shall be final and binding.

Unless otherwise indicated under “Special Payment Instructions” below, the undersigned hereby requests that the Tender and Information Agent deliver the applicable Total Consideration or Late Tender Offer Consideration, as the case may be, plus Accrued Interest to, but not including, the applicable Early Settlement Date or Final Settlement Date, as applicable, for any Securities tendered hereby that are accepted for purchase pursuant to the Tender Offers to the Holder(s) appearing under “Description of Securities Tendered.” Unless otherwise indicated under “Special Delivery Instructions,” the undersigned hereby requests that the Securities in a principal amount not tendered or not accepted for purchase be issued in the name(s) of the Holder(s), and that such Securities be delivered to the Holder(s) by credit to the account maintained at DTC from which the Securities were delivered, appearing under “Description of Securities Tendered.” In the event that the Special Payment Instructions or the Special Delivery Instructions are completed, the undersigned hereby requests that the applicable Total Consideration or Late Tender Offer Consideration, as the case may be, plus Accrued Interest to, but not including, the applicable Early Settlement Date or Final Settlement Date, as applicable, and the Securities not tendered or not accepted for purchase, be delivered by credit to the DTC account so indicated. The undersigned recognizes that the Offerors do not have any obligation pursuant to the Special Payment Instructions box or the Special Delivery Instructions box to transfer any Securities from the name of the Holder thereof if the Offerors do not accept for purchase any of the Securities so tendered. In addition, if satisfactory evidence of payment of transfer taxes or exemption from payment of transfer taxes arising from such Special Payment Instructions or Special Delivery Instructions is not submitted, then the amount of that transfer tax will be deducted from the Total Consideration or the Late Tender Offer Consideration, as applicable, otherwise payable to the tendering Holder.

###



**SIGNATURE(S)**

**(To Be Completed By All Tendering Holders Unless an Agent's Message  
Is Delivered in Connection with a Book-Entry Transfer of Securities)**

This Letter of Transmittal must be signed by the registered Holder(s) of Securities or, if tendered by a DTC participant, by the tendering DTC participant exactly as the name(s) of such Holder(s) or participant appears on a security position listing as the owner of Securities. If the signature is by a trustee, executor, administrator, guardian, attorney-in-fact, officer or other person acting in a fiduciary or representative capacity, such person must set forth his or her full title below under "Capacity" and submit evidence satisfactory to the Offerors of such person's authority to so act. See Instruction 5 below.

X \_\_\_\_\_  
X \_\_\_\_\_  
(Signature(s) of Holder(s) or DTC Participants)

**Date:** \_\_\_\_\_, 2017

**Name(s):** \_\_\_\_\_  
(Please Print)

**Capacity:** \_\_\_\_\_

**Address:** \_\_\_\_\_  
\_\_\_\_\_  
(Include Zip Code)

**Telephone No.:** (     ) \_\_\_\_\_  
(Include Area Code)

**Email Address:** \_\_\_\_\_

**PLEASE COMPLETE IRS FORM W-9 OR APPROPRIATE IRS FORM W-8, AS APPROPRIATE**

**MEDALLION SIGNATURE GUARANTEE (IF REQUIRED)**

**(See Instructions 1 and 5 below)**

Certain signatures must be guaranteed by a Medallion Signature Guarantor.

**Name of Medallion Signature Guarantor:** \_\_\_\_\_

**Authorized Signature:** \_\_\_\_\_

**Printed Name:** \_\_\_\_\_

**Title:** \_\_\_\_\_

**Address of Firm (incl. Zip Code):** \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**Telephone No. of Firm (incl. Area Code):** (     ) \_\_\_\_\_

**Date:** \_\_\_\_\_, 2017

<b>SPECIAL PAYMENT INSTRUCTIONS</b>	
<b>(See Instructions 6 and 7 below)</b>	
<p>To be completed ONLY if the Total Consideration or the Late Tender Offer Consideration, as applicable, plus Accrued Interest is to be (a) issued to the order of someone other than the person or persons whose signature(s) appear(s) within this Letter of Transmittal or (b) sent to an address different from that shown in the box entitled "Description of Securities Tendered" within this Letter of Transmittal.</p> <p>Pay the Total Consideration or the Late Tender Offer Consideration, as applicable, plus Accrued Interest to:</p>	
<b>Name:</b>	(Please Print)
<b>Address:</b>	(Please Print) (Include Zip Code)
<b>Taxpayer Identification or Social Security Number:</b>	(Please Print)

<b>SPECIAL DELIVERY INSTRUCTIONS</b>	
<b>(See Instructions 6 and 7 below)</b>	
<p>To be completed ONLY if Securities in a principal amount not tendered or not accepted for purchase are to be (a) issued in the name of someone other than the person or persons whose signature(s) appear(s) within this Letter of Transmittal or (b) credited to a DTC participant account different from that show in the box entitled "Description of Securities Tendered" within this Letter of Transmittal.</p> <p>Deliver the Securities to:</p>	
<b>Name:</b>	(Please Print)
<b>Address:</b>	(Please Print) (Include Zip Code)
<b>Taxpayer Identification or Social Security Number:</b>	(Please Print)
<p>Credit unpurchased Securities delivered by book-entry transfer to the DTC account set forth below:</p>	
<b>DTC Account No.:</b>	

## INSTRUCTIONS

### Forming Part of the Terms and

### Conditions of the Offer to Purchase

**1. Guarantee of Signatures.** Signatures on this Letter of Transmittal must be guaranteed by a recognized participant in the Securities Transfer Agents Medallion Program, the New York Stock Exchange, Inc. Medallion Signature Program or the Stock Exchanges Medallion Program (each, a “Medallion Signature Guarantor”), unless the Securities tendered hereby are tendered and delivered (i) by a DTC participant whose name appears on a security position listing as the owner of such Securities who has not completed any of the boxes entitled “Special Payment Instructions” or “Special Delivery Instructions” on this Letter of Transmittal, or (ii) for the account of a member firm of a registered national securities exchange, a member of the Financial Industry Regulatory Authority, Inc. or a commercial bank or trust company having an office or correspondent in the United States (each of the foregoing being referred to as an “Eligible Institution”). Without limiting the foregoing, unless Securities are tendered by an Eligible Institution, (i) if the signer of this Letter of Transmittal is a person other than the registered Holder or DTC participant whose name appears on a security position listing as the owner, (ii) if the payment of the Total Consideration or the Late Tender Offer Consideration, as applicable, plus Accrued Interest is being made to a person other than the registered Holder or DTC participant whose name appears on a security position listing as the owner, or (iii) Securities not accepted for purchase or not tendered are to be returned to a person other than the registered Holder or DTC participant whose name appears on a security position listing as the owner, then the signature on this Letter of Transmittal accompanying the tendered Securities must be guaranteed by a Medallion Signature Guarantor as described above. Beneficial owners whose Securities are registered in the name of a custodian bank, broker, dealer, commercial bank, trust company or other nominee must contact such custodian bank, broker, dealer, commercial bank, trust company or other nominee if they desire to tender Securities so registered. See “The Terms of the Tender Offers—Procedures for Tendering” in the Offer to Purchase.

**2. Requirements of Tender.** To tender Securities that are held through DTC, DTC participants must electronically transmit their acceptance through ATOP (and thereby tender Securities) or deliver to the Tender and Information Agent a properly completed form of this Letter of Transmittal (pursuant to the procedures set forth in the Offer to Purchase under “The Terms of the Tender Offers—Procedures for Tendering”) duly executed by such DTC participant, together with any other documents required by this Letter of Transmittal, and deliver the tendered Securities by book-entry transfer to the Tender and Information Agent.

Any acceptance of a tender by this Letter of Transmittal is at the election and risk of the person transmitting such Letter of Transmittal and delivery will be deemed made only when such Letter of Transmittal is actually received by the Tender and Information Agent and the related Agent’s Message for the book-entry transfer of the Securities being tendered is actually received by the Tender and Information Agent. No documents should be sent to the Offerors, the trustee or the Dealer Managers.

The Tender and Information Agent will establish an account with respect to the Securities at DTC for purposes of the Tender Offers, and any financial institution that is a participant in DTC may make book-entry delivery of Securities by causing DTC to transfer such Securities into the Tender and Information Agent’s account in accordance with DTC’s procedures for such transfer. However, although delivery of Securities may be effected through book-entry transfer into the Tender and Information Agent’s account at DTC, an Agent’s Message, and any other required documents, must, in any case, be transmitted to and received by the Tender and Information Agent at its address set forth on the back cover of the Offer to Purchase prior to or at the applicable Early Tender Date in order to be eligible to receive the applicable Total Consideration, and prior to or at the applicable Expiration Date in order to be eligible to receive the applicable Late Tender Offer Consideration. **Delivery of documents to DTC does not constitute delivery to the Tender and Information Agent.**

No alternative, conditional or contingent tenders will be accepted. All tendering Holders, by execution of this Letter of Transmittal (or a manually signed facsimile thereof), waive any right to receive any notice of the acceptance of their Securities for payment.

**3. Withdrawal of Tenders.** Tenders of Securities made prior to the applicable Withdrawal Deadline may be validly withdrawn at any time prior to or at the applicable Withdrawal Deadline, but not thereafter, unless the applicable Offeror amends the applicable Tender Offer, in which case withdrawal rights may be extended as the applicable Offeror determines, to the extent required by law, appropriate to allow tendering Holders a reasonable opportunity to respond to such amendment. The Offeror, in its sole discretion, may extend a Withdrawal Deadline with respect to a the applicable Tender Offer for any purpose.

Securities withdrawn prior to the applicable Withdrawal Deadline may be tendered again prior to the Early Tender Date or the Expiration Date, as applicable, in accordance with the procedures set forth herein, in the Offer to Purchase.

For a withdrawal of a tender of Securities to be effective, the Tender and Information Agent must receive a written or facsimile transmission notice of withdrawal or a properly transmitted “Request Message” through ATOP prior to or at the applicable Withdrawal Deadline. Any such notice of withdrawal must (a) specify the name of the person who tendered the Securities to be withdrawn (or, if tendered by book-entry transfer, the name of the participant in the book-entry transfer facility whose name appears on the security position listing as the owner of such Securities), (b) contain the description of the Securities to be withdrawn and the aggregate principal amount represented by such Securities, (c) if other than a notice transmitted through ATOP, be signed by the Holder of such Securities in the same manner as the original signature on the Letter of Transmittal by which such Securities were tendered (including any required signature guarantees), or be accompanied by (x) documents of transfer sufficient to have the trustee for such Securities register the transfer of the Securities into the name of the person withdrawing such Securities and (y) a properly completed irrevocable proxy authorizing such person to effect such withdrawal on behalf of such Holder, and (d) specify the name in which such Securities are to be registered if different from the person who tendered such Securities pursuant to such documents of transfer (or, in the case of Securities transferred by book-entry transfer, the name and number of the account at the book-entry transfer facility to be credited with withdrawn Securities).

**A withdrawal of Securities may only be accomplished if done so prior to or at the applicable Withdrawal Deadline and in accordance with the foregoing procedures and those set forth in the Offer to Purchase under “The Terms of the Tender Offers—Withdrawal of Tenders.”**

Subject to applicable law, the Offerors may increase or decrease any Maximum Tender SubCap or the Aggregate Maximum Tender Cap in their sole discretion and are not required to extend the applicable Withdrawal Deadline in connection with any such increase or decrease. Increasing a Maximum Tender SubCap for a series will increase the amount of Securities of such series that may be accepted for purchase by the Offerors, subject to the Aggregate Maximum Tender Cap, the Acceptance Priority Levels and proration. If Holders tender more Securities in a Tender Offer than they expect to be accepted for purchase by the Offerors based on the applicable Maximum Tender SubCap or otherwise and the Offerors subsequently increase such Maximum Tender SubCap on or after the applicable Withdrawal Deadline, such Holders will not be able to withdraw any of their previously tendered Securities. **Accordingly, Holders should not tender any Securities that they do not wish to be accepted for purchase.**

The Offerors will not be able to definitively determine whether a Tender Offer is oversubscribed or what the effects of the Acceptance Priority Levels or proration may be with respect to the Securities until after the applicable Early Tender Date or the applicable Expiration Date have passed, as applicable. Therefore Holders will not be able to withdraw tenders of Securities at the time the Offerors establish the amount of Securities to be purchased pursuant to the Tender Offers.

The Offerors will not be able to definitively determine the Total Consideration until after the Early Tender Date or the Expiration Date have passed, as applicable. Therefore Holders will not be able to withdraw tenders of Securities at the time the Offerors establish the Total Consideration pursuant to the Tender Offers.

If the Offerors make a material change in the terms of a Tender Offer or waives a material condition of a Tender Offer, the Offerors will disseminate additional materials related to such Tender Offer and extend such

Tender Offer to the extent required by law. In addition, the Offerors may, if they deem appropriate, extend a Tender Offer for any other reason. Any extension, amendment or termination will be followed promptly by public announcement thereof. The announcement in the case of an extension of a Tender Offer will be issued no later than 9:00 a.m., New York City time, on the next business day after the previously scheduled Expiration Date. Without limiting the manner in which the Offerors may choose to make a public announcement of any extension, amendment or termination of a Tender Offer, the Offerors will not be obligated to publish, advertise or otherwise communicate any such public announcement, other than by making a timely press release. For additional information, see “The Terms of the Tender Offers—Extension, Amendment or Termination of the Tender Offers” in the Offer to Purchase.

Holders should note that, if a custodian bank, broker, dealer, commercial bank, trust company or other nominee holds its Securities, such nominee may have an earlier deadline or deadlines for accepting the applicable Securities. Holders should promptly contact the custodian bank, broker, dealer, commercial bank, trust company or other nominee that holds their Securities to determine its deadline or deadlines.

**4. Partial Tenders.** Securities may be tendered only in principal amounts equal to the applicable authorized denomination for the respective series of Securities (as set forth in the Offer to Purchase under “The Terms of the Tender Offers—Procedures for Tendering—Minimum Tender Denomination; Partial Tenders”) and any integral multiple of \$1,000 in excess thereof. If less than the entire principal amount of any Securities is tendered, the tendering Holder must fill in the principal amount tendered in the last column of the box entitled “Description of Securities Tendered” herein. If the entire principal amount of the Securities is not tendered or not accepted for purchase, the principal amount of such Securities not tendered or not accepted for purchase will be promptly returned by credit to the account at DTC designated in the Agent’s Message or Letter of Transmittal unless otherwise requested by such Holder under “Special Delivery Instructions” in this Letter of Transmittal. If a Holder tenders less than all of the Securities of a particular series owned by such Holder, the Holder will also be deemed to have represented and warranted that, immediately following such tender, such Holder beneficially owns Securities of such series in an aggregate principal amount of at least the applicable authorized denomination (as set forth in the Offer to Purchase under “The Terms of the Tender Offers—Procedures for Tendering—Minimum Tender Denomination; Partial Tenders”).

**5. Signatures on this Letter of Transmittal, Bond Powers and Endorsement.** The signatures on this Letter of Transmittal must correspond with the name(s) shown on a security position listing as the owner of the Securities tendered hereby.

If this Letter of Transmittal is signed by trustees, executors, administrators, guardians, attorneys-in-fact, officers of corporations or others acting in a fiduciary or representative capacity, such persons should so indicate when signing and the proper evidence satisfactory to the Offerors of their authority so to act must be submitted with this Letter of Transmittal.

**6. Special Payment and Special Delivery Instructions.** Tendering Holders should indicate in the applicable box or boxes the name and address to which checks constituting payments for Securities to be purchased in connection with the Tender Offers (or to which Securities for principal amounts not tendered or not accepted for purchase) are to be issued or sent, if different from the name and address of the registered Holder or the DTC participant signing this Letter of Transmittal. In the case of issuance in a different name, the taxpayer identification or social security number of the person named must also be indicated. Securities not tendered or not accepted for purchase will be promptly returned by crediting the account at DTC designated above, unless otherwise requested by such Holder under “Special Delivery Instructions” in this Letter of Transmittal. The Offerors have no obligation pursuant to the Special Payment Instructions box or the Special Delivery Instructions box to transfer any Securities from the name of the Holder thereof if the Offerors do not accept for purchase any of the Securities so tendered pursuant to the Tender Offers. In addition, if satisfactory evidence of payment of transfer taxes or exemption from payment of transfer taxes arising from such Special Payment Instructions or Special Delivery Instructions is not submitted, then the amount of that transfer tax will be deducted from the Total Consideration or the Late Tender Offer Consideration, as applicable, otherwise payable to the tendering Holder.

**7. Taxpayer Identification Number.** Please refer to the section below entitled “Important Tax Information” for information about completing Internal Revenue Service (“IRS”) Form W-9 (available at <http://www.irs.gov/pub/irs-pdf/fw9.pdf>) or appropriate IRS Form W-8 (available at <http://www.irs.gov/Forms-&-Pubs>), as appropriate.

**FAILURE TO COMPLETE IRS FORM W-9 OR AN APPROPRIATE IRS FORM W-8 MAY RESULT IN BACKUP WITHHOLDING ON ANY PAYMENTS MADE TO YOU PURSUANT TO THE TENDER OFFERS.**

**8. Transfer Taxes.** The Offerors will pay all transfer taxes applicable to the purchase and transfer of Securities pursuant to the Tender Offers, except as described in the next sentence. The amount of any applicable transfer tax (whether imposed on the registered Holder or any other person) will be payable by the tendering Holder (i) if the payment of the Total Consideration or the Late Tender Offer Consideration, as applicable, is being made to, or if certificates representing Securities for principal amounts not tendered or not accepted for purchase are to be delivered to, or are to be registered or issued in the name of, any person other than the registered Holder of the Securities or DTC participant in whose name the Securities are held on the books of DTC, (ii) if the person signing this Letter of Transmittal is not the person in whose name the tendered Securities are registered or are held on the books of DTC or (iii) if the transfer tax is imposed for any reason other than the purchase of Securities under the Tender Offers. If satisfactory evidence of payment, or exemption from payment, of a tax described in the preceding sentence is not submitted, then the amount of that transfer tax will be deducted from the Total Consideration or the Late Tender Offer Consideration, as applicable, otherwise payable to the tendering Holder.

**9. Proration.** The amount of any series of Securities that may be purchased in a Tender Offer may be prorated in the circumstances and in the manner described in the Offer to Purchase. When proration of a series of tendered Securities is required, the aggregate principal amount of Securities tendered by a Holder in that series will be multiplied by the proration rate and then rounded down to the nearest \$1,000 increment. The proration rate used will be that percentage, such that the aggregate principal amount of Securities of a series that are accepted for purchase in such Tender Offer comes nearest to but does not exceed the lower of (1) the applicable Maximum Tender SubCap and (2) the maximum principal amount of Securities of such series that may be accepted for purchase in accordance with the Acceptance Priority Levels without exceeding the Aggregate Maximum Tender Cap. If after applying the proration rate as described above, the Holder is entitled to a credit or return of a portion of its tendered Securities of a series that is less than the authorized denomination for such series, as set forth in the Offer to Purchase under “The Terms of the Tender Offers—Procedures for Tendering— Minimum Tender Denomination; Partial Tenders,” then all or none (at the applicable Offeror’s sole discretion) of the Securities of such series tendered by the Holder will be accepted without proration. In no event will the aggregate principal amount of any series of Securities purchased pursuant to a Tender Offer exceed the applicable Maximum Tender Sub Cap, and in no event will the aggregate principal amount of all series of Securities purchased pursuant to the Tender Offers exceed the Aggregate Maximum Tender Cap. If proration of a series of tendered Securities is required, the Offerors will determine the final proration rate as soon as practicable after the Early Tender Date or the Expiration Date, as applicable, and will announce the results of proration on such Tender Offer by press release.

**10. Irregularities.** All questions as to the form of all documents and the validity (including time of receipt) and acceptance of all tenders and withdrawals of Securities will be determined by the Offerors, in their sole discretion, the determination of which shall be final and binding. Alternative, conditional or contingent tenders will not be considered valid. The Offerors reserves the right, in their sole discretion, to reject any or all tenders of Securities that are not in proper form or the acceptance of which would, in its opinion, be unlawful. The Offerors also reserves the right, in their sole discretion, to waive any defects, irregularities or conditions of tender as to particular Securities or to grant Holders an opportunity to cure any defect or irregularity in connection with tenders within such time as it determines. A waiver of one defect does not obligate waivers of other defects. Tenders of Securities shall not be deemed to have been made until all defects and irregularities have been waived by the Offerors or cured. None of the Offerors, the Dealer Managers, the Tender and Information Agent or any other person will be under any duty to give notice of any defects or irregularities in tenders of Securities or will incur any liability to Holders for failure to give any such notice. The Offerors’ interpretations of the terms and conditions of the Tender Offers will be final and binding.

**11. No Guaranteed Delivery.** We do not intend to permit tenders of Securities by guaranteed delivery procedures.

**12. Waiver of Conditions.** The Offerors reserve the right, subject to applicable law, to (i) waive any and all conditions to any of the Tender Offers, (ii) extend or terminate any of the Tender Offers, (iii) increase or decrease any Maximum Tender SubCap or the Aggregate Maximum Tender Cap, or (iv) otherwise amend any of the Tender Offers in any respect.

**13. Requests for Assistance or Additional Copies.** Questions relating to the procedures for tendering Securities and requests for assistance or additional copies of the Offer to Purchase and this Letter of Transmittal may be directed to, and additional information about the Tender Offers may be obtained from, the Dealer Managers or the Tender and Information Agent whose addresses and telephone numbers appear on the back cover of this Letter of Transmittal.

## **IMPORTANT TAX INFORMATION**

Payments made to Holders may be subject to information reporting and backup withholding of U.S. federal income tax, currently at a rate of 28%. Certain Holders are not subject to these information reporting and backup withholding requirements. To avoid backup withholding, U.S. Holders that do not otherwise establish an exemption should complete and return an IRS Form W-9, certifying that the U.S. Holder is a U.S. person, that the taxpayer identification number provided is correct, and that the U.S. Holder is not subject to backup withholding. Failure to provide the correct information on the Form W-9 may subject the tendering U.S. Holder to a \$50 penalty imposed by the IRS. Holders that are non-U.S. persons may be required to complete and submit an IRS Form W-8BEN or IRS Form W-8BEN-E or other applicable IRS W-8 Form, signed under penalties of perjury, attesting to the Holder's foreign status. IRS forms may be obtained from the Depository or at the IRS website, [www.irs.gov](http://www.irs.gov).



Any questions regarding procedures for tendering Securities or requests for additional copies of the Offer to Purchase or this Letter of Transmittal should be directed to the Tender and Information Agent.

*The Information Agent for the Tender Offers is:*

**Global Bondholder Services Corporation**

65 Broadway – Suite 404  
New York, New York 10006  
Attention: Corporate Actions

Banks and Brokers call: (212) 430-3774  
Toll-free: (866) 470-4200

*The Tender Agent for the Tender Offers is:*

**Global Bondholder Services Corporation**

By Facsimile:  
(For Eligible Institutions only):  
(212) 430-3775

Confirmation  
(212) 430-3774

*By Mail:*  
65 Broadway – Suite 404  
New York, New York 10006

*By Overnight Courier:*  
65 Broadway – Suite 404  
New York, New York 10006

*By Hand:*  
65 Broadway – Suite 404  
New York, New York 10006

If a Holder has questions about any of the Tender Offers or the procedures for tendering Securities, the Holder should contact the Tender and Information Agent or the Dealer Managers at their respective telephone numbers.

*The Dealer Managers for the Tender Offers are:*

*Lead Dealer Managers*

**Morgan Stanley**  
1585 Broadway  
New York, New York 10036  
Attn: Liability Management Group  
Toll-Free: (800) 624-1808  
Collect: (212) 761-1057

**BofA Merrill Lynch**  
214 North Tryon Street, 14th Floor  
Charlotte, North Carolina 28255  
Attn: Liability Management Group  
Toll-Free: (888) 292-0070  
Collect: (980) 387-3907

**Citigroup**  
388 Greenwich Street, 7th Floor  
New York, New York 10013  
Attn: Liability Management Group  
Toll-Free: (800) 558-3745  
Collect: (212) 723-6106

*Co-Dealer Managers*

**Barclays**

**BNP PARIBAS**

**HSBC**

**Mizuho Securities**