**Demand to Accelerate Bonds-Participant Instruction Letter to DTC**

***The Participant Instruction Letter to DTC must substantially conform to template below. Please do not include this legend, any yellow highlighting, any insertion instructions, or any instructional brackets that appear in this template, in the final letter.***

**PARTICIPANT LETTERHEAD**

**Insert current date**

The Depository Trust Company

570 Washington Blvd. – 4th Floor

Jersey City, New Jersey 07310

Attn: Reorg/Proxy Department

**Re: Demand to Accelerate Bonds**

**Insert Name/Description of the Security,** CUSIP No. **Insert CUSIP #** (the “**Bonds**”)

**Insert DTC Participant Firm Name** (the “**Participant**”)

**Participant Account #**(“**Participant Account**”)

**Insert Beneficial Holder Name** (“**Beneficial Owner**”)

**Insert Principal Amount that is the Subject of the Request** (the “**Subject Bonds**”)

To whom it may concern,

Participant hereby instructs The Depository Trust Company (“DTC”) to cause its nominee Cede & Co., as a holder of record of the Subject Bonds, to execute the attached demand to accelerate the Bonds (“**Cede Letter**”) on behalf of our customer Beneficial Owner, on whose behalf we held the Subject Bonds in our Participant Account on **Insert relevant date** (the “**Subject Date**”). The basis of the demand, and the ability to make the demand, are as set forth in the Cede Letter.

In addition to acknowledging that this request is subject to the indemnifications provided for in the DTC Rules, including, but not limited to, DTC Rules 6 and 20, Participant (i) certifies that the information and facts set forth in the this instruction and the attached Cede Letter are true and correct, including, but not limited to, the Subject Bonds credited to our DTC Participant account that were beneficially owned by the Beneficial Owner on the Subject Date; and (ii) represents and warrants that there have been no prior requests to DTC and Cede & Co. for the execution of a Cede Letter similar to the attached Cede Letter with respect to the Subject Bonds referred to therein.

Participant acknowledges and agrees that DTC and Cede & Co. have no responsibility for the sufficiency (legal or otherwise) of the attached Cede Letter for any particular purpose (with or without any suggested changes by DTC or otherwise), and that Participant is solely responsible for the language and content therein.

The undersigned represents and warrants that it is duly authorized to execute this instruction letter and indemnification on behalf of the Participant.

Sincerely,

[Participant Name]

By \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**Name:** [I**nsert signer’s name]**

**Title: [insert signer’s title]**

**[Affix Medallion Stamp Above]**

**[Print Signer’s name of the medallion under the stamp]**

**[Note: The signer of the medallion must be a different**

**individual than the signer of the letter.]**

**Sample Demand to Accelerate Bonds**

***ATTENTION: DTC and Cede & Co. do not take a position as to the sufficiency of this sample letter, legal or otherwise, for any particular purpose. The Participant and/or the Beneficial Owner should consult with their own counsel regarding the form and content of the Demand Letter. Please do not include this legend, any yellow highlighting, or any instructional brackets that appear in this sample letter, in the final letter.***

[LETTERHEAD OF BENEFICIAL OWNER]

date

**Addressee**

To whom it may concern,

The undersigned Beneficial Owner, **insert name of the Beneficial Owner,** hereby represents and warrants that, as of **Insert Relevant Date** (“**Subject Date**”), it was the beneficial owner of $**Insert amount of principal amount that is the subject of the demand letter** principal amount of **Insert Name/Description of the Security,** CUSIP No. **Insert CUSIP #** (the “**Bonds**”)

**Insert reason/basis for acceleration**. . . and hereby demands payment of all amounts owed thereunder to the undersigned in respect of the Bonds.

**Insert ability to accelerate [e.g.** This letter should be read in conjunction with similar letters which the undersigned understands are being forwarded by other Beneficial Owners of the Bonds whose holdings, together with the principal amount of the Bonds specified below, constitute a [majority] of the principal amount of the Bonds now outstanding.]

[signature page follows]

1. EXECUTION BY BENEFICIAL OWNER

The undersigned Beneficial Owner of the Bonds set forth below hereby instructs the Custodian of the Bonds held on behalf of the Beneficial Owner to execute this demand letter.

Name of Beneficial Owner: (Name of beneficial owner) **[Must be filled in before Demand Letter is provided to DTC.]**

(Print Name of Authorized Signature): **[Must be filled in before Demand Letter is provided to DTC.]**

Signature: **[Must be executed by beneficial owner before Demand Letter is provided to DTC.]**

Phone: **[Must be filled in before Demand Letter is provided to DTC.]**

Fax: **[Must be filled in before Demand Letter is provided to DTC.]**

Total Principal Amount Owned: **[Must be filled in before Demand Letter is provided to DTC.]**

1. EXECUTION BY CUSTODIAN (DTC PARTICIPANT)

The undersigned Custodian (DTC Participant) hereby executes this demand letter pursuant to the instructions set forth above by the Beneficial Owner. Custodian hereby instructs the Registered Holder of the Bonds to execute this demand letter.

Name of Custodian: **[Must be filled in before Demand is provided to DTC.]**

(Print Name of Authorized Signature): **[Must be filled in before Demand is provided to DTC.]**

Signature: **[Must be executed by Participant before Demand is provided to DTC.]**

Phone: **[Must be filled in before Demand Letter is provided to DTC.]**

Fax: **[Must be filled in before Demand Letter is provided to DTC.]**

Total Principal Amount with Respect to Which This Demand Letter is Given:  **[Must be filled in before Demand Letter is provided to DTC.]**

### EXECUTION BY REGISTERED HOLDER

The undersigned Registered Holder hereby executes this demand letter pursuant to the instructions of the Custodian (DTC Participant).

Name of Registered Holder: Cede & Co.

(Print Name of Authorized Signature):

Signature:

Address: c/o The Depository Trust Company, 570 Washington Blvd., 4th Floor, Jersey City, New Jersey 07310\_

Total Principal Amount with Respect to Which This Demand Letter is Given: **[Must be filled in before Demand Letter is provided to DTC.]**