

**SUBURBAN PROPANE PARTNERS, L.P.  
SUBURBAN ENERGY FINANCE CORP.**

**LETTER OF TRANSMITTAL**

**With Respect to the Offer to Purchase for Cash Any and All of the Outstanding**

**7 3/8% Senior Notes due 2021**

**(CUSIP Number 864486AG0)**

**Dated February 7, 2017**

**THE OFFER (AS DEFINED BELOW) WILL EXPIRE AT 5:00 P.M., NEW YORK CITY TIME, ON FEBRUARY 13, 2017, UNLESS EXTENDED OR EARLIER TERMINATED (SUCH TIME AND DATE, AS THE SAME MAY BE EXTENDED, THE "EXPIRATION TIME"). HOLDERS OF NOTES WHO DESIRE TO PARTICIPATE IN THIS OFFER MUST VALIDLY TENDER THEIR NOTES OR DELIVER A PROPERLY COMPLETED AND DULY EXECUTED NOTICE OF GUARANTEED DELIVERY ON OR PRIOR TO THE EXPIRATION TIME. NOTES TENDERED MAY BE WITHDRAWN AT ANY TIME AT OR BEFORE THE EXPIRATION TIME BUT NOT THEREAFTER, EXCEPT AS REQUIRED BY APPLICABLE LAW. THE OFFER IS SUBJECT TO THE SATISFACTION OF CERTAIN CONDITIONS, AS SET FORTH IN THE CORRESPONDING OFFER TO PURCHASE.**

*The Tender Agent for the Offer is:*

**Global Bondholder Services Corporation**

65 Broadway, Suite 404  
New York, New York 10006  
Banks and Brokers Call Collect: (212) 430-3774  
All Others Call Toll-Free: (866) 794-2200  
Email: [contact@gbsc-usa.com](mailto:contact@gbsc-usa.com)

*By Regular, Registered or Certified Mail  
Hand or Overnight Delivery:*

Global Bondholder Services Corporation  
65 Broadway, Suite 404  
New York, New York 10006  
Attention: Corporate Actions

*By Facsimile Transmission:*  
(212) 430-3775/3779  
(for Eligible Institutions Only)

*To confirm receipt of facsimile by telephone:*  
(212) 430-3774

**DELIVERY OF THIS LETTER OF TRANSMITTAL TO AN ADDRESS, OR TRANSMISSION OF INSTRUCTIONS VIA FACSIMILE TO A NUMBER, OTHER THAN AS SET FORTH ABOVE WILL NOT CONSTITUTE VALID DELIVERY TO THE TENDER AGENT. YOU SHOULD READ THE INSTRUCTIONS CONTAINED HEREIN CAREFULLY BEFORE COMPLETING THIS LETTER OF TRANSMITTAL.**

This Letter of Transmittal (as it may be amended or supplemented, this "Letter of Transmittal") may be used to tender Notes pursuant to the offer (the "Offer") by Suburban Propane Partners, L.P., a Delaware limited partnership (the "Partnership"), and Suburban Energy Finance Corp., a Delaware corporation (together with the Partnership, "we," "us," "our" or the "Company"), to purchase for cash any and all of the outstanding 7 3/8% Senior Notes due 2021 (the "Notes") issued by the Company, pursuant to the Offer to Purchase dated February 7, 2017 (as it may be amended or supplemented from time to time, the "Offer to Purchase," which, together with this Letter of Transmittal and the Notice of Guaranteed Delivery (as defined below), constitutes the "Offer Documents"). As of February 7, 2017, there was \$346,180,000 aggregate principal amount of Notes outstanding.

**It is not necessary for Holders tendering Notes using the Automated Tender Offer Program ("ATOP") of The Depository Trust Company ("DTC") to deliver a Letter of Transmittal in relation to**

**the tender and delivery.**

If you desire to tender your Notes and (1) you cannot comply with the procedure for book-entry transfer or (2) you cannot deliver the other required documents to the Tender Agent by the Expiration Time, you must tender your Notes according to the guaranteed delivery procedures described in the Offer to Purchase, which require, among other things, that you either deliver a properly completed and duly executed Notice of Guaranteed Delivery (the “Notice of Guaranteed Delivery”), substantially in the form provided by the Company and attached as Appendix A to the Offer to Purchase, by the Expiration Time, or comply with the ATOP procedures described in the Offer to Purchase. See “The Offer—Procedures for Tendering Notes—Guaranteed Delivery” in the Offer to Purchase.

The Notice of Guaranteed Delivery may be transmitted in accordance with the usual procedures of DTC and the Tender Agent; provided, however, that if the Notice of Guaranteed Delivery is sent by DTC through electronic means, it must state that DTC has received an express acknowledgment from the holder on whose behalf the Notice of Guaranteed Delivery is given that the holder has received and agrees to become bound by the form of the notice to the Tender Agent.

**Foreign holders that want to tender using the guaranteed delivery process should contact their brokers, the Company or the Tender Agent.**

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

**YOU SHOULD READ THE INSTRUCTIONS CONTAINED HEREIN AND THE OFFER TO PURCHASE CAREFULLY AND IN THEIR ENTIRETY BEFORE COMPLETING THIS LETTER OF TRANSMITTAL.**

The Offer is made upon the terms and subject to the conditions set forth in the Offer to Purchase and in this Letter of Transmittal. This Letter of Transmittal and the related Offer to Purchase contain important information. You should read this Letter of Transmittal and the related Offer to Purchase in their entirety, and carefully review the information set forth herein and therein, before you make any decision with respect to the Offer. By the execution of this Letter of Transmittal, the undersigned acknowledges receipt of the Offer to Purchase, this Letter of Transmittal and the instructions hereto.

**HOLDERS WHO WISH TO BE ELIGIBLE TO RECEIVE THE TENDER OFFER CONSIDERATION MUST VALIDLY TENDER THEIR NOTES, OR DELIVER A PROPERLY COMPLETED AND DULY EXECUTED NOTICE OF GUARANTEED DELIVERY, AT OR BEFORE THE EXPIRATION TIME AND MUST NOT VALIDLY WITHDRAW THEIR NOTES BEFORE THE EXPIRATION TIME.**

FOR THE AVOIDANCE OF DOUBT, THE DELIVERY OF SUCH NOTES TENDERED BY GUARANTEED DELIVERY PROCEDURES MUST BE MADE NO LATER THAN 5:00 P.M., NEW YORK CITY TIME, ON FEBRUARY 15, 2017, WHICH IS TWO BUSINESS DAYS FOLLOWING THE EXPIRATION TIME; PROVIDED, THAT ACCRUED INTEREST WILL CEASE TO ACCRUE ON THE PAYMENT DATE FOR ALL NOTES ACCEPTED IN THE OFFER, INCLUDING THOSE TENDERED BY THE GUARANTEED DELIVERY PROCEDURES SET FORTH IN THE OFFER TO PURCHASE, AND UNDER NO CIRCUMSTANCES WILL ADDITIONAL INTEREST ON THE TENDER OFFER CONSIDERATION BE PAID BY THE COMPANY AFTER THE PAYMENT DATE BY REASON OF ANY DELAY ON THE PART OF THE GUARANTEED DELIVERY PROCEDURES.

This Letter of Transmittal is to be used by Holders of Notes if tenders of Notes are to be made by book-entry transfer to the Tender Agent’s account at DTC pursuant to the procedures set forth in the Offer to Purchase in “The Offer—Procedures for Tendering Notes—Tender of Notes Held Through DTC” but instructions are NOT being transmitted through ATOP.

This Letter of Transmittal, if used, must be delivered to the Tender Agent. Delivery of this Letter of Transmittal and other documents to DTC does not constitute delivery to the Tender Agent.

The Offer will be eligible for ATOP. **In lieu of completing and delivering this Letter of Transmittal, Holders of Notes who are tendering by book-entry transfer to the Tender Agent's account at DTC can transmit their acceptance of the Offer electronically through ATOP (and thereby tender Notes).** Upon receipt of a Holder's acceptance through ATOP, DTC will edit and verify the acceptance and send an Agent's Message to the Tender Agent for its acceptance.

Requests for additional copies of the Offer to Purchase or this Letter of Transmittal and requests for assistance relating to the procedures for tendering Notes may be directed to Global Bondholder Services Corporation ("GBSC"), the information agent in connection with the Offer (the "Information Agent"), at its address and telephone numbers set forth on the back cover page of this Letter of Transmittal. Requests for additional copies of the Offer to Purchase or this Letter of Transmittal also may be directed to your broker, dealer, commercial bank or trust company. Your broker, dealer, commercial bank or trust company also can help you complete this Letter of Transmittal. Requests for assistance relating to the terms and conditions of the Offer may be directed to Wells Fargo Securities, LLC, the dealer manager in connection with the Offer (the "Dealer Manager"), at its address and telephone numbers set forth on the back cover page of this Letter of Transmittal.

**Any Notes tendered may be validly withdrawn at or before the Expiration Time, but not thereafter, by following the procedures described in the Offer to Purchase.** Tenders of Notes may not be withdrawn or revoked after the Expiration Time, unless required by applicable law.

**THE OFFER DOCUMENTS DO NOT CONSTITUTE AN OFFER TO BUY OR THE SOLICITATION OF AN OFFER TO SELL NOTES IN ANY JURISDICTION IN WHICH SUCH OFFER OR SOLICITATION IS UNLAWFUL. IN ANY JURISDICTION WHERE THE SECURITIES, BLUE SKY OR OTHER LAWS REQUIRE THE OFFER TO BE MADE BY A LICENSED BROKER OR DEALER, THE OFFER SHALL BE DEEMED TO BE MADE ON BEHALF OF US BY THE DEALER MANAGER OR ONE OR MORE REGISTERED BROKERS OR DEALERS LICENSED UNDER THE LAWS OF SUCH JURISDICTION. NEITHER THE DELIVERY OF THE OFFER TO PURCHASE NOR ANY PURCHASE OF NOTES SHALL, UNDER ANY CIRCUMSTANCES, CREATE ANY IMPLICATION THAT THERE HAS BEEN NO CHANGE IN OUR OR OUR AFFILIATES' AFFAIRS SINCE THE DATE HEREOF, OR THAT THE INFORMATION INCLUDED HEREIN IS CORRECT AS OF ANY TIME SUBSEQUENT TO THE DATE HEREOF OR THEREOF, RESPECTIVELY.**

The undersigned has validly completed, executed and delivered this Letter of Transmittal to indicate the action the undersigned desires to take with respect to the Offer.

List below the Notes to which this Letter of Transmittal relates. If the space provided below is inadequate, list the principal amounts on a separately executed schedule and affix the schedule to this Letter of Transmittal. Tenders of Notes pursuant to the Offer will be accepted only in principal amounts equal to \$2,000 and integral multiples of \$1,000 in excess thereof. If you tender less than all of your Notes, you must continue to hold Notes in the minimum authorized denomination of \$2,000 principal amount. Alternative, conditional or contingent tenders will not be considered valid.

**7 3/8% Senior Notes due 2021 (CUSIP Number 864486AG0)**

<b>DESCRIPTION OF NOTES TENDERED</b>		
<b>Name(s) and Address(es) of Registered Holder(s) or Name of DTC Participant and Participant's DTC Account Number in which Notes are Held (Please fill in, if blank)</b>	<b>Aggregate Principal Amount Represented</b>	<b>Principal Amount Tendered*</b>
<b>Total Principal Amount of Notes</b>		
<p><b>* Unless otherwise indicated in the column labeled "Principal Amount Tendered" and subject to the terms and conditions of the Offer to Purchase, a Holder will be considered to have tendered with respect to the entire aggregate principal amount represented by the Notes indicated in the column labeled "Aggregate Principal Amount Represented." See Instruction 4.</b></p>		

☐

**CHECK HERE IF TENDERED NOTES ARE BEING DELIVERED PURSUANT TO A NOTICE OF GUARANTEED DELIVERY THAT HAS BEEN PREVIOUSLY SENT TO THE TENDER AGENT. IF SO, COMPLETE THE FOLLOWING:**

Name(s) of Tendering Holder(s): \_\_\_\_\_

Date of Execution of Notice of Guaranteed Delivery: \_\_\_\_\_

Name of Eligible Institution that Guaranteed Delivery: \_\_\_\_\_

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

## **PAYMENT DATE**

Subject to the terms and conditions set forth herein, we expect to accept for purchase one business day following the Expiration Time all of the Notes that are validly tendered and not validly withdrawn at or prior to the Expiration Time (the date of such acceptance, the "Acceptance Date"). With respect to Notes accepted for purchase on the Acceptance Date, if any, the Holders thereof will receive payment of the Tender Offer Consideration for such accepted Notes on the Payment Date, which date will be the date on or promptly after the Acceptance Date on which we deposit with DTC the aggregate Tender Offer Consideration for Notes accepted for purchase on the Acceptance Date, together with an amount equal to accrued and unpaid interest thereon, being referred to as the "Payment Date." With respect to Notes accepted for purchase pursuant to guaranteed delivery procedures, if any, holders will receive payment of the Tender Offer Consideration, plus accrued interest, for such accepted Notes (to the extent such Notes are not delivered prior to the Expiration Time) three business days after the Expiration Time. Interest will cease to accrue on the Payment Date for all Notes accepted in the Offer. Notes will be accepted for purchase in base denominations of \$2,000 and in integral multiples of \$1,000 in excess thereof. If you tender less than all of your Notes, you must continue to hold Notes in the minimum authorized denomination of \$2,000 principal amount. All references to "\$" are to U.S. dollars.

**NOTE: SIGNATURES MUST BE PROVIDED BELOW;**

**PLEASE READ THE ACCOMPANYING INSTRUCTIONS CAREFULLY**

Ladies and Gentlemen:

By execution hereof, the undersigned acknowledges receipt of the Offer to Purchase, this Letter of Transmittal and the instructions hereto and the Notice of Guaranteed Delivery, which together constitute the Company's offer to purchase for cash from each Holder any and all of the outstanding Notes.

The Offer is made upon the terms and subject to the conditions set forth in the Offer to Purchase and in this Letter of Transmittal. Upon the terms and subject to the conditions of the Offer, the undersigned hereby tenders to the Company the principal amount of Notes indicated above.

Subject to, and effective upon, the acceptance for purchase of, and payment of, the principal amount of Notes tendered with this Letter of Transmittal, in accordance with the terms and subject to the conditions of the Offer, the undersigned hereby (1) represents, warrants and agrees that: the undersigned has received and read a copy of the Offer Documents, understands and agrees to be bound by all the terms and conditions of the Offer and has full power and authority to tender the undersigned's Notes; (2) irrevocably sells, assigns and transfers to, or upon the order of, the Company all right, title and interest in and to all the Notes tendered hereby and represents and warrants that when such tendered Notes are accepted for purchase by the Company, the Company will acquire good title thereto, free and clear of all liens, restrictions, charges and encumbrances and not subject to any adverse claim or right; (3) waives any and all other rights with respect to the Notes (including, without limitation, the undersigned's waiver of any existing or past defaults and their consequences in respect of the Notes and the Indenture); (4) releases and discharges the Company from any and all claims the undersigned may have now, or may have in the future, arising out of, or related to, the Notes, including, without limitation, any claims that the undersigned is entitled to receive additional principal or interest payments with respect to the Notes or to participate in any redemption or defeasance of the Notes; (5) upon the Company's request or the request of the Tender Agent, as applicable, agrees to execute and deliver any additional documents necessary or desirable to complete the sale, assignment and transfer of the Notes tendered hereby; and (6) irrevocably constitutes and appoints the Tender Agent as the true and lawful agent and attorney-in-fact of the undersigned with respect to any such tendered Notes, with full power of substitution and re-substitution (such power of attorney being deemed to be an irrevocable power coupled with an interest) to (a) transfer ownership of such Notes on the account books maintained by DTC, together, with all accompanying evidences of transfer and authenticity, to the Company, (b) present such Notes for transfer on the relevant security register and (c) receive all benefits or otherwise exercise all rights of beneficial ownership of such Notes (except that the Tender Agent will have no right to, or control over, funds from the Company, except as agent for the undersigned, for the Tender Offer Consideration, as applicable, and accrued interest, for any tendered Notes that are purchased by the Company), all in accordance with the terms and subject to the conditions of the Offer, as described in the Offer Documents.

The undersigned understands and acknowledges that the Offer will expire at 5:00 p.m., New York City time, on February 13, 2017, unless extended or earlier terminated.

**Any Notes tendered may be validly withdrawn at or before the Expiration Time, but not thereafter, by following the procedures described in the Offer to Purchase. Tenders of Notes may not be withdrawn or revoked after the Expiration Time, unless required by applicable law.**

The undersigned understands that for a withdrawal of a tender of Notes to be effective, a written or facsimile transmission of a notice of withdrawal or a Request Message must be received by the Tender Agent at its address set forth on the back cover of this Letter of Transmittal at or before the Expiration Time.

Any notice of withdrawal must:

- (1) specify the name of the Holder of the Notes to be withdrawn;
- (2) contain the description of the Notes to be withdrawn, the number of the account at DTC from

which such Notes were tendered and the name and number of the account at DTC to be credited with the Notes withdrawn and the principal amount of such Notes; and

- (3) be signed (other than a notice transmitted through DTC's ATOP system) by the registered Holder of the Notes in the same manner as the original signature on this Letter of Transmittal (including any required signature guarantees) or be accompanied by documents of transfer sufficient to have the Trustee register the transfer of the Notes into the name of the person withdrawing such Notes.

The undersigned understands that the tender of Notes by a Holder, pursuant to the procedures set forth in the Offer to Purchase and this Letter of Transmittal, and the subsequent acceptance of that tender by the Company, will constitute a binding agreement governed by, and construed in accordance with, the laws of the State of New York between that Holder and the Company in accordance with the terms and subject to the conditions set forth in the Offer to Purchase and this Letter of Transmittal.

For purposes of the Offer, the Company will be considered to have accepted for purchase validly tendered Notes, or defectively tendered Notes as to which the Company has waived the defects, if, as and when the Company gives oral notice promptly confirmed in writing or written notice of acceptance to the Tender Agent. Payment for Notes accepted for purchase in the Offer will be made by the Company by deposit with the Tender Agent, or, upon its instructions, with DTC, which will act as agent for the undersigned for the purpose of receiving the Tender Offer Consideration, as the case may be, and any accrued and unpaid interest payable, and transmitting such monies to the undersigned.

All authority conferred or agreed to be conferred by this Letter of Transmittal shall not be affected by, and will survive, the death or incapacity of the undersigned, and every obligation of the undersigned under this Letter of Transmittal will be binding upon the undersigned's heirs, personal representatives, executors, administrators, successors, assigns, trustees in bankruptcy and other legal representatives. The undersigned understands that the delivery and surrender of the Notes is not effective, and the risk of loss of the Notes does not pass to the Tender Agent, until timely receipt by the Tender Agent of (1) confirmation of a book-entry transfer of the Notes into the Tender Agent's account at DTC pursuant to the procedures set forth in the Offer to Purchase under "The Offer—Procedures for Tendering Notes," (2) a properly completed and duly executed Letter of Transmittal, a manually signed facsimile of that document, or a properly transmitted Agent's Message (as defined in the Offer to Purchase under "The Offer—Procedures for Tendering Notes-Book—Entry Delivery Procedures") and (3) all necessary signature guarantees and any other documents required by this Letter of Transmittal.

All questions as to the form of all documents and the validity (including time of receipt) and acceptance of all tenders of Notes will be determined by the Company, in its sole discretion, and the Company's determination will be final and binding absent a finding to the contrary by a court of competent jurisdiction. Alternative, conditional or contingent tenders will not be considered valid. The Company reserves the absolute right to reject any or all tenders of Notes determined by the Company not to be in proper form or, in the case of the Notes, if the acceptance or payment for such Notes may, in the Company's opinion, be unlawful. The Company also reserves the absolute right to waive any defect, irregularity or condition of tenders as to particular Notes. The Company's interpretations of the terms and conditions of the Offer (including the instructions in this Letter of Transmittal) will be final and binding absent a finding to the contrary by a court of competent jurisdiction. Any defect or irregularity in connection with tenders of Notes must be cured within such time as the Company determines, unless waived by the Company. Tenders of Notes will not be considered to have been made until all defects and irregularities have been waived by the Company or cured. None of the Company, the Dealer Manager, the Information Agent, the Tender Agent, the Trustee or any other person will be under any duty to give notice of any defect or irregularity in tenders of Notes, or will incur any liability to Holders for failure to give any such notice.

The Company also reserves the right, subject to applicable law, in its sole discretion, (1) to terminate or withdraw the Offer at any time, (2) to extend the Expiration Time, (3) to amend the Offer in any respect or (4) otherwise to delay acceptance for purchase of Notes tendered under the Offer or the payment for Notes accepted for purchase, subject to Rule 14e-1 under the Exchange Act, which requires the Company to pay the consideration offered or return the Notes deposited by or on behalf of the Holders pursuant to the Offer promptly after the termination or withdrawal of the Offer.

If the Company makes a material change in the terms of the Offer or the information concerning the Offer



or waives a material condition of the Offer, the Company will, to the extent required by law, disseminate additional Offer materials and extend the Offer. In addition, the Company may extend the Offer for any other reason. Any extension, amendment or termination will be followed as promptly as practicable by a public announcement of the extension, amendment or termination in the manner described in the Offer to Purchase.

The undersigned understands that the Company's obligation to accept for purchase, and to pay for, Notes validly tendered and not validly withdrawn, pursuant to the Offer is subject to the conditions set forth in the Offer to Purchase.

Unless otherwise indicated herein under "Special Payment Instructions," the undersigned hereby requests that the Tender Agent mail the check for the Tender Offer Consideration, to the address(es) of the Holder(s) appearing under "Description of Notes Tendered." Similarly, unless otherwise indicated herein under "Special Delivery Instructions," the undersigned hereby requests that any Notes representing principal amounts not tendered or not accepted for purchase (and accompanying documents, as appropriate) be delivered to the person(s) so indicated. In the case of a book-entry delivery of Notes, the undersigned hereby requests that the Tender Agent credit the account maintained at DTC with any Notes not tendered or not accepted for purchase. The undersigned recognizes that the Company has no obligation pursuant to the "Special Payment Instructions" box or "Special Delivery Instructions" box to transfer any Notes from the name of the Holder(s) thereof if the Company does not accept for purchase any of the principal amount of such Notes so tendered.

## TENDER OF NOTES

This Letter of Transmittal must be signed by the registered holder(s) of Notes if tendered by book-entry transfer by a participant in DTC or by person(s) authorized to become registered holder(s) by endorsements or by bond powers transmitted with this Letter of Transmittal. Endorsements on Notes and signatures on bond powers by registered holders not executing this Letter of Transmittal must be guaranteed by an Eligible Institution. See Instruction 1 below. If 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 us of such person's authority to so act. See Instruction 5 below.

☐ **CHECK HERE IF TENDERED NOTES ARE BEING DELIVERED BY BOOK-ENTRY  
TRANSFER MADE TO THE ACCOUNT MAINTAINED BY THE TENDER AGENT WITH DTC  
AND COMPLETE THE FOLLOWING:**

Name of tendering institution: \_\_\_\_\_

DTC account number: \_\_\_\_\_

Transaction code number: \_\_\_\_\_

x \_\_\_\_\_

x \_\_\_\_\_

### Signature(s) of Holder(s) or Authorized Signatory

Dated: \_\_\_\_\_, 2017

Name(s): \_\_\_\_\_

(Please Print)

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

Address: \_\_\_\_\_

(including Zip Code)

Area Code and Telephone No.: \_\_\_\_\_

Taxpayer Identification or Social Security No.: \_\_\_\_\_

**PLEASE COMPLETE THE ENCLOSED INTERNAL REVENUE SERVICE (“IRS”) FORM W-9 OR  
APPLICABLE IRS FORM W-8 AND, IF REQUIRED, THE SIGNATURE GUARANTEE (See  
Instruction 1)**

**Certain Signatures Must Be Guaranteed by an Eligible Institution**

(Name of Eligible Institution Guaranteeing Signatures)

(Address (including Zip Code) and Telephone Number (including Area Code) of Eligible Institution)

(Authorized Signature)

(Print Name)

(Title)

Dated: \_\_\_\_\_, 2017

## **SPECIAL PAYMENT INSTRUCTIONS**

**(See Instructions 1, 4, 5, 6 and 7)**

To be completed ONLY if checks constituting payments for Notes purchased pursuant to the Offer are to be issued to the order of, someone other than the person(s) whose signature(s) appear(s) within this Letter of Transmittal or are to be issued to an address different from that shown in the applicable box entitled "Description of Notes Tendered" within this Letter of Transmittal, or if Notes tendered by book-entry transfer that are not accepted for purchase are to be credited to an account maintained at DTC other than the one designated above.

Issue:

☐ Check

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

Address: \_\_\_\_\_  
(Please Print)

Zip Code: \_\_\_\_\_

\_\_\_\_\_  
Tax Identification or Social Security Number  
(See enclosed IRS Form W-9 or applicable IRS Form W-8)

☐ Credit unpurchased Notes by book-entry transfer to DTC account set forth below.

\_\_\_\_\_  
(DTC Account Number) Name of Account Party:  
Name of Account Party:  
\_\_\_\_\_

## **SPECIAL DELIVERY INSTRUCTIONS**

**(See Instructions 1, 4, 5, 6 and 7)**

To be completed ONLY if checks constituting payment for Notes purchased pursuant to the Offer are to be sent to someone other than the person(s) whose signature(s) appear(s) within this Letter of Transmittal or to an address different from that shown in the applicable box entitled "Description of Notes Tendered" within this Letter of Transmittal.

Issue:

☐ Check

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

Address: \_\_\_\_\_  
(Please Print)

Zip Code: \_\_\_\_\_

\_\_\_\_\_  
Tax Identification or Social Security Number  
(See enclosed IRS Form W-9 or applicable IRS Form W-8)

## **INSTRUCTIONS**

(Forming Part of the Terms and Conditions of the Offer)

### **1. Signature Guarantees; Signatures on this Letter of Transmittal**

Signatures on this Letter of Transmittal must be guaranteed by a recognized participant in good standing in the Securities Transfer Agents Medallion Program, the New York Stock Exchange Medallion Signature Program or the Stock Exchange Medallion Program (each a "Medallion Signature Guarantor"), unless the Notes tendered hereby are tendered (a) by the registered Holder of those Notes (or by a DTC participant whose name appears on a security position listing as the owner of those Notes) that has not completed either of the boxes entitled "Special Payment Instructions" or "Special Delivery Instructions" on this Letter of Transmittal or (b) 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 in the Offer to Purchase as an "Eligible Institution").

## 2. **Delivery of Letter of Transmittal and Notes; Guaranteed Delivery Procedures**

This Letter of Transmittal is to be completed by Holders if tenders of Notes are to be made by book-entry transfer to the Tender Agent's account at DTC pursuant to the procedures set forth in the Offer to Purchase under "The Offer" but instructions are NOT being transmitted through ATOP.

All physically delivered Notes, or a confirmation of a book-entry transfer into the Tender Agent's account at DTC of all Notes delivered electronically, as well as a properly completed and duly executed Letter of Transmittal (or a copy thereof) or Agent's Message, and any other documents required by this Letter of Transmittal, must be received by the Tender Agent at its address set forth herein at or before the Expiration Time, unless the guaranteed delivery procedures as described below are properly followed. **Delivery of documents to DTC does not constitute delivery to the Tender Agent.**

The Offer will be eligible for ATOP. In lieu of completing and delivering this Letter of Transmittal, Holders of Notes who are tendering by book-entry transfer to the Tender Agent's account at DTC can transmit their acceptance of the Offer electronically through ATOP (and thereby tender Notes). Upon receipt of such Holder's acceptance through ATOP, DTC will edit and verify the acceptance and send an Agent's Message to the Tender Agent for its acceptance. Delivery of tendered Notes held through DTC must be made to the Tender Agent pursuant to the book-entry delivery procedures set forth in the Offer to Purchase. **Holders desiring to tender Notes through ATOP should note that such Holders must allow sufficient time for completion of the ATOP procedures during the normal business hours of DTC.**

**The method of delivery of Notes and this Letter of Transmittal, any required signature guarantees and all other required documents, including delivery through DTC and any acceptance of an Agent's Message transmitted through ATOP, is at the election and risk of the person tendering Notes and this Letter of Transmittal or transmitting an Agent's Message, and delivery will be considered made only when actually received by the Tender Agent. If delivery is by mail, the Company suggests that the Holder use properly insured, registered mail with return receipt requested. In all cases, sufficient time should be allowed for all documents to reach the Tender Agent.**

Alternative, conditional or contingent tenders will not be considered valid. All tendering Holders, by execution of this Letter of Transmittal (or manually signed facsimile), waive any right to receive any notice of the acceptance of their Notes for purchase or the effectiveness of the Proposed Amendments.

*Guaranteed Delivery.* If a Holder wishes to tender Notes and (1) such Holder cannot comply with the procedure for book-entry transfer by the Expiration Time, or (2) such Holder cannot deliver the other required documents to the Tender Agent by the Expiration Time, the Holder must tender his or her Notes according to the guaranteed delivery procedure described in the Offer to Purchase. To comply with the guaranteed delivery procedure, the Holder must: (1) properly complete and duly execute a Notice of Guaranteed Delivery substantially in the form provided by the Company, including a guarantee by an Eligible Institution in the form set forth in the Notice of Guaranteed Delivery; (2) arrange for the Tender Agent to receive the Notice of Guaranteed Delivery by the Expiration Time; (3) comply with ATOP's procedure applicable to guaranteed delivery by the Expiration Time; and (4) ensure that the Tender Agent receives the Book-Entry Confirmation of electronic delivery of Notes, as the case may be, together with a properly completed and duly executed Letter of Transmittal with any required signature guarantees or an Agent's Message, and all other documents required by this Letter of Transmittal, no later than February 15, 2017, all as provided in the Offer to Purchase.

The Notice of Guaranteed Delivery may be delivered by facsimile transmission or mail or hand to the Tender Agent and must include a guarantee by an eligible guarantor institution in the form set forth in such notice. For Notes to be properly tendered under the guaranteed delivery procedure, the Tender Agent must receive the Notice of Guaranteed Delivery before the Expiration Time.

**FOR THE AVOIDANCE OF DOUBT, THE DELIVERY OF SUCH NOTES TENDERED BY GUARANTEED DELIVERY PROCEDURES WILL BE MADE NO LATER THAN THE 5:00 P.M., NEW YORK CITY TIME, ON FEBRUARY 15, 2017, WHICH IS TWO BUSINESS DAYS FOLLOWING THE EXPIRATION TIME; PROVIDED, THAT ACCRUED INTEREST WILL**

**CEASE TO ACCRUE ON THE PAYMENT DATE FOR ALL NOTES ACCEPTED IN THE OFFER, INCLUDING THOSE TENDERED BY THE GUARANTEED DELIVERY PROCEDURES SET FORTH IN THE OFFER TO PURCHASE, AND UNDER NO CIRCUMSTANCES WILL ADDITIONAL INTEREST ON THE PURCHASE PRICE BE PAID BY THE COMPANY AFTER THE PAYMENT DATE BY REASON OF ANY DELAY ON THE PART OF THE GUARANTEED DELIVERY PROCEDURES.**

**THE METHOD OF DELIVERY OF THIS LETTER OF TRANSMITTAL, THE NOTES, THE NOTICE OF GUARANTEED DELIVERY AND ALL OTHER REQUIRED DOCUMENTS TO THE TENDER AGENT, INCLUDING DELIVERY THROUGH DTC, IS AT THE ELECTION AND RISK OF THE HOLDER TENDERING NOTES. IF SUCH DELIVERY IS MADE BY MAIL, IT IS SUGGESTED THAT THE HOLDER USE PROPERLY INSURED, REGISTERED MAIL WITH RETURN RECEIPT REQUESTED AND THAT SUFFICIENT TIME BE ALLOWED TO ASSURE TIMELY DELIVERY.**

### **3. Withdrawal of Notes**

Any Notes tendered may be validly withdrawn at, or at any time before, the Expiration Time, but not thereafter, by following the procedures described in the Offer to Purchase. Tenders of Notes may not be withdrawn or revoked after the Expiration Time, unless required by applicable law.

For a withdrawal of a tender of Notes to be effective, a written or facsimile transmission of a notice of withdrawal or a Request Message must be received by the Tender Agent at its address set forth on the back cover of this Letter of Transmittal at or before the Expiration Time.

Any notice of withdrawal must:

- (1) specify the name of the Holder of the Notes to be withdrawn;
- (2) contain the description of the Notes to be withdrawn, the number of the account at DTC from which such Notes were tendered and the name and number of the account at DTC to be credited with the Notes withdrawn and the principal amount of such Notes; and
- (3) be signed (other than a notice transmitted through DTC's ATOP system) by the registered Holder of the Notes in the same manner as the original signature on this Letter of Transmittal (including any required signature guarantees) or be accompanied by documents of transfer sufficient to have the Trustee register the transfer of the Notes into the name of the person withdrawing such Notes.

A withdrawal of Notes can only be accomplished in accordance with the procedures provided in the Offer to Purchase and this Letter of Transmittal.

Notes validly withdrawn may thereafter be re-tendered at any time at or prior to the Expiration Time by following the procedures described in the Offer to Purchase, but if a Holder's Notes are not properly re-tendered at or prior to the Expiration Time, the Holder will not receive the Tender Offer Consideration with respect to those Notes.

### **4. Partial Tenders**

Tenders of Notes pursuant to the Offer in respect of such Notes will be accepted only in principal amounts equal to \$2,000 and integral multiples of \$1,000 in excess thereof. If a Holder wishes to tender less than the entire principal amount evidenced by any Notes submitted, the tendering Holder must fill in the principal amount tendered in the last column of the applicable box entitled "Description of Notes Tendered" herein. If the entire principal amount of all Notes is not tendered or not accepted for purchase, the Notes representing such untendered or unaccepted amount will be returned by credit to the applicable account at DTC to the registered Holder, unless otherwise provided herein in the box entitled "Special Delivery Instructions."

## **5. Signature on Letter of Transmittal, Instruments of Transfer and Endorsements**

If this Letter of Transmittal is signed by a participant in DTC whose name is shown as the owner of the Notes tendered hereby, the signature must correspond with the name shown on the security position listing as the owner of the Notes.

If any of the Notes tendered hereby are registered in the names of two or more Holders, all such Holders must sign this Letter of Transmittal.

If this Letter of Transmittal or any Note or instrument of transfer is signed by a trustee, executor, administrator, guardian, attorney-in-fact, agent, officer of a corporation or other person acting in a fiduciary or representative capacity, such person should so indicate when signing, and proper evidence satisfactory to us of such person's authority to act must be submitted.

If the Notes are registered in the name of a person other than the signer of this Letter of Transmittal, then, in order to tender such Notes pursuant to the Offer, the Notes must be endorsed or accompanied by an appropriate written instrument or instruments of transfer signed exactly as the name(s) of the Holder(s) appear on the Notes, with the signature(s) on the Notes or instruments of transfer guaranteed as provided in Instruction 1. If these procedures are followed by a beneficial owner tendering Notes at or before the Expiration Time, as applicable, the Holder(s) of such Notes must sign a valid proxy. If this Letter of Transmittal is signed by the Holder, any principal amount of Notes not accepted for purchase is to be credited to the DTC account of such Holder, and checks constituting payment for Notes to be purchased in connection with the Offer are to be issued to the order of the Holder, then the Holder need not provide any other instruments of transfer.

## **6. Special Payment and Delivery Instructions**

If different from the name and address of the registered Holder signing this Letter of Transmittal, tendering Holders should indicate in the applicable box or boxes the name and address to which Notes for principal amounts not tendered or not accepted for purchase or checks for payment of the Tender Offer Consideration to be made in connection with the Offer are to be issued or sent. In the case of issuance in a different name, the taxpayer identification or social security number of the person named must also be indicated. If no instructions are given, any Notes not tendered or not accepted for purchase will be returned to the registered Holder of the Notes tendered. For Holders of Notes tendering by book-entry transfer, Notes not tendered or not accepted for purchase will be returned by crediting the DTC account designated above. See Instruction 7 for a discussion of the potential tax consequences of completing either the Special Payment Instructions box or Special Delivery Instructions box.

## **7. Transfer Taxes**

Except as set forth in this Instruction 7, we will pay or cause to be paid any transfer taxes with respect to the transfer and sale of Notes to us pursuant to the Offer. If, however, payment of the Tender Offer Consideration is to be made to, or if Notes not tendered or accepted for purchase are to be registered in the name of, any person(s) other than the registered owner(s), or if tendered Notes are registered in the name of any person(s) other than the person(s) signing this Letter of Transmittal, the amount of any transfer taxes (whether imposed on the registered Holder(s) or such other person(s)) payable on account of the transfer to such other person(s) will be deducted from the Tender Offer Consideration unless satisfactory evidence of the payment of such taxes or exemption therefrom is submitted to us in a timely manner.

## **8. Guaranteed Delivery**

Notes may be tendered by guaranteed delivery through the procedures described in the Offer to Purchase. See "Tendering Notes—Guaranteed Delivery."

## **9. Conditions to the Offer; Waiver of Conditions**

Notwithstanding any other provision of the Offer, we will not be required to accept for purchase or to pay for Notes validly tendered pursuant to the Offer, and may terminate, amend or extend the Offer or delay or refrain

from accepting for purchase, or paying for, the Notes, if any of the conditions set forth in the Offer to Purchase under “The Offer—Conditions to the Offer” have not been satisfied or have not been waived by us.

#### **10. Requests for Assistance or Additional Copies**

Requests for additional copies of the Offer to Purchase, this Letter of Transmittal or Form W-9 and requests for assistance relating to the procedures for tendering Notes may be directed to GBSC, the Information Agent in connection with the Offer, at its address and telephone numbers set forth on the back cover page of this Letter of Transmittal. Requests for additional copies of the Offer to Purchase, this Letter of Transmittal or Form W-9 also may be directed to your broker, dealer, commercial bank or trust company. Your broker, dealer, commercial bank or trust company also can help you complete this form.

Requests for assistance relating to the terms and conditions of the Offer may be directed to Wells Fargo Securities, LLC, the dealer manager in connection with the Offer, at its address and telephone numbers set forth on the back cover page of this Letter of Transmittal.

#### **11. Irregularities**

All questions as to the form of all documents and the validity (including time of receipt) and acceptance of all tenders of Notes will be determined by us, in our sole discretion, and our determination will be final and binding absent a finding to the contrary by a court of competent jurisdiction. Alternative, conditional or contingent tenders will not be considered valid. We reserve the absolute right to reject any or all tenders of Notes determined by us not to be in proper form or if the acceptance or payment for such Notes may, in our opinion, be unlawful. We also reserve the absolute right to waive any defect, irregularity or condition of tenders as to particular Notes. Our interpretations of the terms and conditions of the Offer (including the Instructions in this Letter of Transmittal) will be final and binding absent a finding to the contrary by a court of competent jurisdiction. Any defect or irregularity in connection with tenders of Notes must be cured within such time as we determine, unless waived by us. Tenders of Notes will not be considered to have been made until all defects and irregularities have been waived by us or cured. None of the Company, the Dealer Manager, the Information Agent, the Tender Agent, the Trustee or any other person will be under any duty to give notice of any defect or irregularity in tenders of Notes, or will incur any liability to Holders for failure to give any such notice.



## **IMPORTANT TAX INFORMATION**

Under current U.S. federal income tax law, the Tender Agent (as payer) may be required under the backup withholding rules to withhold a portion of any payments made to certain Holders pursuant to the Offer. To avoid such backup withholding, each tendering Holder that is a U.S. person for U.S. federal income tax purposes (a "U.S. Holder") must timely provide the Tender Agent with such U.S. Holder's correct taxpayer identification number ("TIN") on IRS Form W-9, attached hereto (or available from the IRS by calling 1-800-TAX-FORM (1- 800-829-3676) or from the IRS website at <http://www.irs.gov>), or otherwise establish a basis for exemption from backup withholding (currently imposed at a rate of 28%). Certain U.S. Holders (including, among others, all corporations) are exempt from these backup withholding requirements. Exempt U.S. Holders should furnish their TIN, provide the applicable codes in the box labeled "Exemptions," and sign, date and send the IRS Form W-9 to the Tender Agent. If a Holder is an individual who is a U.S. citizen or resident, the TIN is generally his or her social security number. If the Tender Agent is not provided with the correct TIN, a \$50 penalty may be imposed by the IRS and/or payments made with respect to Notes exchanged pursuant to the Offer may be subject to backup withholding. Failure to comply truthfully with the backup withholding requirements, if done willfully, may also result in the imposition of criminal and/or civil fines and penalties. See IRS Form W-9 and instructions attached hereto for additional information. Tendering Holders that are not U.S. persons for U.S. federal income tax purposes ("Non-U.S. Holders") may be subject to backup withholding and to a 30% U.S. federal withholding tax on payments attributable to accrued but unpaid interest unless such Non-U.S. Holder submits to the Tender Agent a properly completed IRS Form W-8BEN or W-8BEN-E (or other applicable form), attesting to that Holder's foreign status. The IRS Form W-8BEN or W-8BEN-E (or other applicable form) can be obtained from the IRS or from the Tender Agent.

If backup withholding applies, the Tender Agent is required to withhold on any payments made to the tendering Holders. Backup withholding is not an additional tax. A Holder subject to the backup withholding rules will be allowed a credit of the amount withheld against such Holder's U.S. federal income tax liability, if any, and, if backup withholding results in an overpayment of tax, such Holder may be entitled to a refund, provided the requisite information is correctly furnished to the IRS in a timely manner.

Any question regarding procedures for tendering Notes or request for additional copies of this Offer to Purchase and the Letter of Transmittal should be directed to the Information Agent:

*The Information Agent for the Offer is:*

**Global Bondholder Services Corporation**

65 Broadway, Suite 404  
New York, New York 10006  
Banks and Brokers Call Collect: (212) 430-3774  
All Others Call Toll-Free: (866) 794-2200  
Email: [contact@gbsc-usa.com](mailto:contact@gbsc-usa.com)

*The Tender Agent for the Offer is:*

**Global Bondholder Services Corporation**

*By Regular, Registered or Certified Mail;  
Hand or Overnight Delivery:*  
Global Bondholder Services Corporation  
65 Broadway, Suite 404  
New York, New York 10006  
Attention: Corporate Actions

*By Facsimile Transmission (for Eligible Institutions only):*  
(212) 430-3775/3779  
Attention: Corporate Actions  
*To confirm receipt of facsimile by telephone:*  
(212) 430-3774

Any question regarding the terms of the Offer should be directed to the Dealer Manager.

*The Sole Dealer Manager for the Offer is:*

**Wells Fargo Securities**  
550 South Tryon Street, 5<sup>th</sup> Floor  
Charlotte, North Carolina 28202  
Attention: Liability Management Group  
Collect: (704) 410-4760  
U.S. Toll-Free: (866) 309-6316