

Letter of Transmittal



Offer to Purchase for Cash

Any and All 8.250% Senior Secured Notes due 2020

The Tender Offer (as defined below) will expire at 5:00 p.m., New York City time, on August 4, 2017 (such date and time, as it may be extended, the “Expiration Time”), unless earlier terminated. You must validly tender your Notes (as defined below), or deliver a properly completed and duly executed Notice of Guaranteed Delivery, on or prior to the Expiration Time to receive the Tender Offer Consideration (as defined below).

All capitalized terms used in this Letter of Transmittal and the instructions hereto (as they may be amended or supplemented from time to time, the “**Letter of Transmittal**”) but not defined have the meanings given to them in the Offer to Purchase, dated July 31, 2017 (as the same may be amended or supplemented from time to time, 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.

The Depositary for the Tender Offers is:

Global Bondholder Services Corporation

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

65 Broadway, Suite 404
New York, New York 10006
Attention: Corporate Actions
Email: contact@gbsc-usa.com

Banks and Brokers Call Collect:
(212) 430-3774
All Others Call Toll Free:
(866) 470-4300

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 herein and in the Offer to Purchase should be read carefully before this Letter of Transmittal is completed.

The method of delivery of this Letter of Transmittal, the Notes and all other required documents, including book-entry transfer through The Depository Trust Company (“DTC”), or acceptance of the Tender Offer through DTC’s Automated Tender Offer Program (“ATOP”), is at the option and risk of the tendering Holder.

July 31, 2017

Cliffs Natural Resources Inc., an Ohio corporation (“we,” “us” or the “**Company**”), has offered to purchase (the “**Tender Offer**”), upon the terms and subject to the conditions described in the Offer to Purchase and this Letter of Transmittal, any and all of its outstanding 8.250% Senior Secured Notes due 2020 (the “**Notes**”) at the price set forth in the Offer to Purchase. The Tender Offer is open to all registered holders (individually, a “**Holder**,” collectively, the “**Holders**”) of the Notes.

The Tender Offer is not conditioned upon any minimum amount of Notes being tendered, and the Tender Offer may be amended, extended, terminated or withdrawn.

Subject to the terms and conditions of the Tender Offer, each Holder who validly tenders and does not subsequently validly withdraw his or her Notes, or who delivers a properly completed and duly executed Notice of Guaranteed Delivery, on or prior to the Expiration Time will be entitled to receive the tender offer consideration (the “**Tender Offer Consideration**”), plus accrued and unpaid interest up to, but not including, the Settlement Date, if and when such Notes are accepted for payment. We will purchase any Notes that have been validly tendered by the Expiration Time and that we choose to accept for purchase, subject to all conditions to the Tender Offer having been satisfied or waived by us, on a business day following the Expiration Time (the “**Settlement Date**”). We will purchase any Notes with respect to which a properly completed and duly executed Notice of Guaranteed Delivery has been delivered by the Expiration Time (to the extent that such Notes are not delivered prior to the Expiration Time) and that we choose to accept for purchase, subject to all conditions to the Tender Offer having been satisfied or waived by us, on a business day following the Expiration Time (the “**Guaranteed Delivery Settlement Date**”). The Settlement Date and the Guaranteed Delivery Settlement Date are expected to occur promptly following the Expiration Time, subject to all conditions to the Tender Offer having been satisfied or waived by us. The Settlement Date is expected to be August 7, 2017 and the Guaranteed Delivery Settlement Date is expected to be August 9, 2017, assuming all conditions to the Tender Offer have been satisfied or waived by us.

No tenders submitted after the Expiration Time will be valid, except for tenders made in accordance with the guaranteed delivery procedures set forth in the Offer to Purchase. In addition to the Tender Offer Consideration, all Holders of Notes accepted for purchase pursuant to the Tender Offer will also receive accrued and unpaid interest from the last interest payment date to, but not including, the Settlement Date, which is expected to be August 7, 2017. For the avoidance of doubt, accrued interest will cease to accrue on the Settlement Date for all Notes accepted in the Tender Offer, including those tendered by the guaranteed delivery procedures set forth in the Offer to Purchase.

The Company’s obligation to accept for purchase, and to pay for, Notes validly tendered (and not subsequently validly withdrawn) pursuant to the Tender Offer is subject the satisfaction or waiver of certain conditions described in the Offer to Purchase, as set forth under the heading “The Terms of the Tender Offer—Conditions to the Tender Offer.”

List in the box entitled “Description of Notes Tendered” below the identity of the Holders, CUSIP numbers, certificate numbers and principal amounts of the Notes being tendered to which this Letter of Transmittal relates. *If the space provided below is inadequate, list the Holders, CUSIP numbers, certificate numbers and principal amounts of Notes being tendered on a separately executed schedule and affix the schedule to this Letter of Transmittal.*

DESCRIPTION OF NOTES TENDERED

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 blank)	CUSIP Number	Certificate Number(s)(1)	Principal Amount of Notes Represented	Principal Amount of Notes Tendered(2)

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- (1) Need not be completed by Holders tendering by book-entry transfer.
- (2) Unless otherwise specified, it will be assumed that the entire principal amount represented by the Notes is being tendered. See Instruction 4.

The names and addresses of the Holders should be printed, if not already printed above, exactly as they appear on the certificates representing the Notes tendered hereby. The principal amount of Notes represented and the principal amount that the undersigned wishes to tender should be indicated in the appropriate boxes.

HOLDERS OF NOTES WHO WISH TO BE ELIGIBLE TO RECEIVE THE TENDER OFFER CONSIDERATION MUST VALIDLY TENDER (AND NOT SUBSEQUENTLY VALIDLY WITHDRAW) THEIR NOTES OR DELIVER A PROPERLY COMPLETED AND DULY EXECUTED NOTICE OF GUARANTEED DELIVERY ON OR PRIOR TO THE EXPIRATION TIME.

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

Name of Tendering Institution:

Account Number with DTC:

Transaction Code Number:

This Letter of Transmittal is to be used by Holders if a tender of Notes is to be made by book-entry transfer to the Depositary's account at DTC pursuant to the procedures set forth in the Offer to Purchase under "The Terms of the Tender Offer—Procedures for Tendering Notes" by any financial institution that is a participant in DTC and whose name appears on a security position listing as the owner of Notes, unless such tender is made using ATOP. Delivery of documents to DTC does not constitute delivery to the Depositary.

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

The instructions included with this Letter of Transmittal must be followed. Questions regarding procedures for tendering Notes or requests for assistance or for additional copies of the Offer to Purchase, this Letter of Transmittal and the Notice of Guaranteed Delivery should be directed to Global Bondholder Services Corporation, the Information Agent for the Tender Offer, at the address and telephone numbers set forth on the back cover page of this Letter of Transmittal. Questions regarding the terms and conditions of the Tender Offer should be directed to Credit Suisse Securities (USA) LLC, the Dealer Manager for the Tender Offer, at its address and telephone number set forth on the back cover page of this Letter of Transmittal. See Instruction 11.

Holders that are tendering by book-entry transfer to the Depositary's account at DTC can execute the tender through ATOP, for which the transaction will be eligible. DTC participants that are accepting the Tender Offer through ATOP must transmit their acceptance to DTC, which will verify the acceptance and execute a book-entry delivery to the Depositary's DTC account. DTC will then send a message (an "**Agent's Message**") to the Information Agent that will form a part of the book-entry delivery.

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 Offer, the undersigned hereby tenders to the Company the principal amount or amounts of Notes indicated in the box entitled “Description of Notes Tendered” on page 3 hereof.

Subject to, and effective upon, the acceptance for purchase of, and payment for, the principal amount or amounts of the Notes tendered with this Letter of Transmittal, the undersigned hereby sells, assigns and transfers to, or upon the order of, the Company, all right, title and interest in and to all the Notes that are being tendered hereby, waives any and all other rights with respect to such Notes (including without limitation, any existing or past defaults and their consequences in respect of such Notes and the indenture under which such Notes were issued) and releases and discharges the Company and its affiliates from any and all claims such Holder of such Notes may have now, or may have in the future, arising out of, or related to, such Notes, including, without limitation, any claims that such Holder is entitled to receive additional principal or interest payments with respect to any such tendered Notes or to participate in any repurchase, redemption or defeasance of such Notes. The undersigned hereby irrevocably constitutes and appoints the Depositary as the true and lawful agent and attorney-in-fact of the undersigned (with full knowledge that the Depositary also acts as the agent of the Company) with respect to any such tendered Notes, with full power of substitution and resubstitution (such power-of-attorney being deemed to be an irrevocable power coupled with an interest) to (i) transfer ownership of such Notes on the account books maintained by DTC, together with all accompanying evidences of transfer and authenticity, to, or upon the order of, the Company, (ii) present such Notes for transfer on the relevant security register, and (iii) receive all benefits or otherwise exercise all rights of beneficial ownership of such Notes (except that the Depositary will have no rights to, or control over, funds from the Company, except as agent for the tendering Holders with respect to the Tender Offer Consideration, plus any accrued interest, for tendered Notes purchased by the Company pursuant to the terms and conditions of the Tender Offer, as set forth in the Offer to Purchase).

The undersigned understands that tenders of Notes may be withdrawn by written notice of withdrawal received by the Depositary at any time prior to the Expiration Time, but the applicable consideration shall not be payable in respect of any Notes validly withdrawn, unless such Notes are validly re-tendered, or with respect to which a properly completed and duly executed Notice of Guaranteed Delivery is delivered, on or prior to the Expiration Time, as the case may be, and are accepted for payment.

The undersigned acknowledges that it has received the Offer to Purchase and this Letter of Transmittal. The undersigned hereby represents and warrants that it has full power and authority to tender, sell, assign and transfer the Notes tendered hereby, and that when such Notes are accepted for purchase by the Company, the Company will acquire good, marketable and unencumbered title thereto, with title guaranteed free from all liens, restrictions, charges and encumbrances, not subject to any adverse claim or right and together with all rights attached thereto. The undersigned hereby agrees that it will, upon request, execute and deliver any documents deemed by the Depositary or the Company to be necessary or desirable to complete the sale, assignment and transfer of the Notes tendered hereby.

The undersigned understands that tenders of Notes pursuant to any of the procedures described in the Offer to Purchase and in the instructions hereto and acceptance thereof by the Company will constitute a binding agreement between the undersigned and the Company, in accordance with the terms and subject to the conditions of the Tender Offer, which agreement shall be governed by, and construed in accordance with, the laws of the State of New York.

For purposes of the Tender Offer, the undersigned understands that the Company will be deemed to have accepted for purchase validly tendered Notes if, as and when the Company gives oral or written notice thereof to the Depositary.

The undersigned understands that the Company’s obligation to accept for payment, and to pay for, Notes validly tendered and not subsequently validly withdrawn pursuant to the Tender Offer, is subject to satisfaction or waiver of the conditions set forth in the Offer to Purchase under the caption “The Terms of the Tender Offer—Conditions to

the Tender Offer.” Any Notes not accepted for purchase will be returned promptly to the undersigned at the address or DTC account set forth above unless otherwise indicated herein under “Special Delivery Instructions” below.

All authority conferred or agreed to be conferred by this Letter of Transmittal 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, executors, administrators, successors, assigns, trustees in bankruptcy and 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 Depository, until receipt by the Depository of this Letter of Transmittal (or a manually signed facsimile hereof) properly completed and duly executed, together with all accompanying evidences of authority and any other required documents in form satisfactory to the Company or receipt of an Agent’s Message. All questions as to the form of all documents and the validity (including time of receipt) and acceptance of tenders and withdrawals of Notes will be determined by the Company, in its sole discretion, which determination will be final and binding absent a contrary finding by a court of competent jurisdiction.

Unless otherwise indicated under “Special Payment Instructions” below, please issue a check from the Depository for the Tender Offer Consideration, plus in either case accrued interest, for any Notes tendered hereby that are purchased in the name(s) of the Holder(s), and send such check to the address(es) of the Holder(s), appearing in the box entitled “Description of Notes Tendered.” Similarly, unless otherwise indicated under “Special Delivery Instructions,” please return any certificates representing such Notes not tendered or not accepted for purchase (and accompanying documents, as appropriate) in the name(s) of the Holder(s), and deliver such Notes to the address(es) of the Holder(s), appearing in the box entitled “Description of Notes Tendered.” In the event that both the Special Payment Instructions and the Special Delivery Instructions are completed, please issue the check for the Tender Offer Consideration and/or return any certificates representing such Notes not tendered or not accepted for payment (and any accompanying documents, as appropriate) to the person or persons so indicated. In the case of a book-entry delivery of Notes, please credit the account maintained at DTC with any Notes not tendered or not accepted for payment. The undersigned recognizes that the Company does not have any obligation pursuant to the Special Payment Instructions to transfer any Notes from the name of the Holder thereof if the Company does not accept for payment any of the Notes so tendered. 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 Tender Offer Consideration otherwise payable to the tendering Holder.

PLEASE SIGN HERE
(To Be Completed By All Tendering Holders Not Using ATOP)

By completing, executing and delivering this Letter of Transmittal, the undersigned hereby tenders the principal amount or amounts of the Notes listed in the box above entitled "Description of Notes Tendered" under the column heading "Principal Amount of Notes Tendered" (or, if nothing is indicated therein, the entire aggregate principal amount represented by the Notes described in such box). This Letter of Transmittal must be signed by the registered Holder(s) of Notes exactly as their name(s) appear(s) on certificate(s) for Notes or, if tendered by a DTC participant, exactly as such participant's name appears on a security position listing as the owner of Notes, or by person(s) authorized to become registered Holder(s) by endorsements and documents transmitted with this Letter of Transmittal. 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 Company of such person's authority to so act. See Instruction 5 below.

If the signature appearing below is not of the registered Holder(s) of the Notes, then the registered Holder(s) must sign a valid proxy.

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.: _____

**PLEASE COMPLETE INTERNAL REVENUE SERVICE ("IRS") FORM W-9 ATTACHED HERETO OR
AN APPROPRIATE IRS FORM W-8, AS APPLICABLE**

(See Instruction 7 below)

SIGNATURE GUARANTEE (See Instructions 1 and 5 below)

Certain Signatures Must be Guaranteed by a Medallion Signature Guarantor

(Name of Medallion Signature Guarantor Guaranteeing Signature)

(Address (including zip code) and Telephone Number (including area code) of Firm)

(Authorized Signature)

(Printed Name)

(Title)

Dated: _____, 2017

SPECIAL PAYMENT INSTRUCTIONS
(See Instructions 1, 5 and 6)

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

Name: _____
(Please Print)

Address: _____
(Please Print)

Zip Code

Tax Identification or Social Security Number
(Please also complete IRS Form W-9 attached hereto or an appropriate IRS Form W-8, as applicable)

SPECIAL DELIVERY INSTRUCTIONS
(See Instructions 1, 5 and 6)

To be completed ONLY if certificates for Notes in a principal amount not tendered or not accepted for purchase are to be sent to someone other than the person or persons whose signature(s) appear(s) within this Letter of Transmittal or sent to an address different from that shown in the box entitled "Description of Notes Tendered" within this Letter of Transmittal.

Name: _____
(Please Print)

Address: _____
(Please Print)

Zip Code

Tax Identification or Social Security Number
(Please also complete IRS Form W-9 attached hereto or an appropriate IRS Form W-8, as applicable)

INSTRUCTIONS

Forming Part of the Terms and Conditions of the Tender Offer

1. Guarantee of Signatures. 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 (a “**Medallion Signature Guarantor**”), unless the Notes tendered are tendered and delivered (i) by a registered Holder of Notes (or by a participant in DTC whose name appears on a security position listing as the owner of such Notes) who has not completed 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 in good standing of the Financial Industry Regulatory Authority (“**FINRA**”) 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**”). If the Notes are registered in the name of a person other than the signer of this Letter of Transmittal or if payment is to be made or Notes not accepted for payment or not tendered are to be returned to a person other than the registered Holder, then the signature on this Letter of Transmittal accompanying the tendered Notes must be guaranteed by a Medallion Signature Guarantor as described above. Beneficial owners whose Notes are registered in the name of a broker, dealer, commercial bank, trust company or other nominee must contact such broker, dealer, commercial bank, trust company or other nominee if they desire to tender Notes with respect to Notes so registered. See “The Terms of the Tender Offer—Procedures for Tendering Notes” in the Offer to Purchase.

2. Requirements of Tender. This Letter of Transmittal is to be completed by Holders of Notes if certificates representing those Notes are to be forwarded with this Letter of Transmittal, or if delivery of such certificates is to be made by book-entry transfer to the account maintained by DTC, pursuant to the procedures set forth in the Offer to Purchase under “The Terms of the Tender Offer—Procedures for Tendering Notes,” unless those Notes are being transferred through ATOP. For a Holder to validly tender Notes pursuant to the Tender Offer (other than through ATOP), a properly completed and duly executed Letter of Transmittal (or a manually signed facsimile thereof in case of an Eligible Institution), together with any signature guarantees and any other documents required by these Instructions, must be received by the Depositary at its address set forth herein on or prior to the Expiration Time and either (i) certificates representing those Notes must be received by the Depositary at its address or (ii) those Notes must be transferred pursuant to the procedures for book-entry transfer described in the Offer to Purchase under “The Terms of the Tender Offer—Procedures for Tendering Notes” and a book-entry confirmation must be received by the Depositary, in each case, on or prior to the Expiration Time. If time will not permit a Holder to validly tender Notes on or prior to the Expiration Time as described above, you may tender your Notes by complying with the guaranteed delivery procedures described under “The Terms of the Tender Offer—Procedures for Tendering Notes—Guaranteed Delivery Procedures” in the Offer to Purchase. Holders must tender their Notes in accordance with one of the procedures set forth above.

The method of delivery of this Letter of Transmittal, the Notes and all other required documents, including book-entry transfer through DTC, or acceptance of the Tender Offer through ATOP, is at the option and risk of the tendering Holder. If delivery of this Letter of Transmittal and any required documents is by mail, registered mail with return receipt requested, properly insured, is recommended. In all cases, sufficient time should be allowed for such documents to reach the Depositary.

No alternative, conditional or contingent tenders shall 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 Notes for payment.

3. Withdrawal of Tenders. Tendered Notes may be validly withdrawn from the Tender Offer at any time (i) on or prior to the earlier of (x) the Expiration Time and (y) in the event that the Tender Offer is extended, the tenth business day after commencement of the Tender Offer, and (ii) after the 60th business day after the commencement of the Tender Offer if for any reason the Tender Offer has not been consummated within 60 business days after commencement. If the Company amends the Tender Offer in a manner materially adverse to tendering Holders, withdrawal rights will be extended, as the Company determines appropriate and in accordance with applicable law, to allow tendering Holders a reasonable opportunity to respond to such amendment. In the event that the Tender Offer is terminated or otherwise not completed, the Tender Offer Consideration will not be paid or become payable

to Holders of the Notes who have validly tendered their Notes in connection with the Tender Offer, and all tendered Notes will be returned promptly.

For a withdrawal of a tender of Notes to be effective, a written or facsimile transmission notice of withdrawal must be timely received by the Depositary at its address set forth on the back cover of the Offer to Purchase and this Letter of Transmittal on or prior to the Expiration Time, by mail, fax or hand delivery or by a properly transmitted "Request Message" through ATOP. Any such notice of withdrawal must (i) specify the name of the Holder who tendered the Notes to be withdrawn and, if different, the name of the registered Holder of such Notes (or, in the case of Notes tendered by book-entry transfer, the name of the DTC participant whose name appears on the security position listing as the owner of such Notes), (ii) contain a description of the Notes to be withdrawn (including the principal amount of the Notes to be withdrawn and, in the case of Notes tendered by delivery of certificates rather than book-entry transfer, the certificate numbers thereof), (iii) unless transmitted through ATOP, be signed by the Holder of such Notes in the same manner as the original signature on this Letter of Transmittal, including any required signature guarantees (or, in the case of Notes tendered by a DTC participant through ATOP, be signed by such participant in the same manner as the participant's name is listed in the applicable Agent's Message), or be accompanied by evidence satisfactory to the Company that the person withdrawing the tender has succeeded to the beneficial ownership of such Notes, and (iv) if this Letter of Transmittal was executed by a person other than the registered Holder, be accompanied by a properly completed irrevocable proxy that authorizes such person to effect such withdrawal on behalf of such Holder. The signature on the notice of withdrawal must be guaranteed by a Medallion Signature Guarantor unless such Notes have been tendered for the account of an Eligible Institution. If certificates for the Notes to be withdrawn have been delivered or otherwise identified to the Depositary, a signed notice of withdrawal will be effective immediately upon receipt by the Depositary of written or facsimile transmission notice of withdrawal even if physical release is not yet effected. Withdrawal of tenders of Notes may not be rescinded, and any Notes properly withdrawn will thereafter be deemed not validly tendered for purposes of the Tender Offer (unless such Notes are subsequently validly re-tendered pursuant to the Tender Offer). Withdrawal of Notes may only be accomplished in accordance with the foregoing procedures. Notes validly withdrawn may thereafter be re-tendered, or a properly completed and duly executed Notice of Guaranteed Delivery may thereafter be delivered within the times stipulated, and by following the procedures described in, the Offer to Purchase under "The Terms of the Tender Offer—Procedures for Tendering Notes."

The Company will determine all questions as to the form and validity (including time of receipt) of any notice of withdrawal of a tender, in its sole discretion, which determination shall be final and binding absent a finding to the contrary by a court of competent jurisdiction. None of the Company, the Dealer Manager, the Depositary, the Information Agent, the trustee with respect to the Notes or any other person will be under any duty to give notification of any defect or irregularity in any notice of withdrawal of a tender or incur any liability for failure to give any such notification.

If the Company is delayed in its acceptance for purchase of, or payment for, any Notes or is unable to accept for purchase or pay for any Notes pursuant to the Tender Offer for any reason, then, without prejudice to the Company's rights hereunder, but subject to applicable law, tendered Notes may be retained by the Depositary on behalf of the Company and may not be subsequently validly withdrawn (subject to Rule 14e-1 under the Exchange Act, which requires that the Company pay the consideration offered or return the Notes deposited by or on behalf of the Holders promptly after the termination or withdrawal of the Tender Offer).

4. Partial Tenders. The Notes may be tendered and accepted for payment only in principal amounts equal to minimum denominations of \$2,000 and integral multiples of \$1,000 in excess thereof. No alternative, conditional or contingent tenders will be accepted. Holders who do not tender all of their Notes should ensure that they retain a principal amount of such Notes amounting to at least the minimum authorized denomination equal to \$2,000 principal amount. If less than the entire principal amount of any Notes evidenced by a submitted certificate is tendered, the tendering Holder must fill in the principal amount tendered in the last column of the box entitled "Description of Notes Tendered" herein. The entire principal amount represented by the certificates for all Notes delivered to the Depositary will be deemed to have been tendered unless otherwise indicated. If the entire principal amount of all Notes is not tendered or not accepted for purchase, certificates for the principal amount of Notes not tendered or not accepted for purchase will be sent (or, if tendered by book-entry transfer, returned by credit to the account at DTC designated herein) to the Holder unless otherwise provided in the appropriate box in this Letter of Transmittal (see Instruction 6) promptly after Notes are accepted for purchase.

5. Signatures on this Letter of Transmittal, Bond Powers and Endorsement; Guarantee of Signatures. If this Letter of Transmittal is signed by the registered Holder(s) of the Notes tendered hereby, the signature(s) must correspond with the name(s) as written on the face of the certificate(s) without alteration, enlargement or any change whatsoever. 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 such Notes.

IF THIS LETTER OF TRANSMITTAL IS EXECUTED BY A HOLDER OF NOTES WHO IS NOT THE REGISTERED HOLDER, THEN THE REGISTERED HOLDER MUST SIGN A VALID PROXY, WITH THE SIGNATURE OF SUCH REGISTERED HOLDER GUARANTEED BY A MEDALLION SIGNATURE GUARANTOR, UNLESS THE SIGNATURE IS THAT OF AN ELIGIBLE INSTITUTION.

If any Notes tendered hereby are owned of record by two or more joint owners, all such owners must sign this Letter of Transmittal. If any tendered Notes are registered in different names on several certificates, it will be necessary to complete, sign and submit as many separate copies of this Letter of Transmittal and any necessary accompanying documents as there are different names in which certificates are held.

If this Letter of Transmittal is signed by the Holder, the certificates for any principal amount of Notes not tendered or accepted for purchase are to be issued (or if any principal amount of Notes that is not tendered or not accepted for purchase is to be reissued or returned) to or, if tendered by book-entry transfer, credited to the account at DTC of the registered Holder, and checks constituting payments for Notes to be purchased in connection with the Tender Offer are to be issued to the order of the registered Holder, then the registered Holder need not endorse any certificates for tendered Notes, nor provide a separate bond power. In any other case (including if this Letter of Transmittal is not signed by the registered Holder), the registered Holder must either properly endorse the certificates for Notes tendered or transmit a separate properly completed bond power with this Letter of Transmittal (in either case, executed exactly as the name(s) of the registered Holder(s) appear(s) on such Notes, and, with respect to a participant in DTC whose name appears on a security position listing as the owner of such Notes, exactly as the name(s) of the participant(s) appear(s) on such security position listing), with the signature on the endorsement or bond power guaranteed by a Medallion Signature Guarantor, unless such certificates or bond powers are executed by an Eligible Institution. See Instruction 1.

If this Letter of Transmittal or any certificates of Notes or bond powers are 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), the proper evidence satisfactory to the Company of their authority to so act must be submitted with this Letter of Transmittal.

When this Letter of Transmittal is signed by the registered Holder(s) of the Notes listed and transmitted hereby, no endorsements of such Notes or separate instruments of transfer are required unless payment is to be made, or Notes not tendered or purchased are to be issued, to a person other than the registered Holder(s), in which case the signatures on such Notes or instruments of transfer must be guaranteed by a Medallion Signature Guarantor.

Endorsements on certificates for Notes and signatures on bond powers and proxies provided in accordance with this Instruction 5 by registered Holders not executing this Letter of Transmittal must be guaranteed by a Medallion Signature Guarantor. See Instruction 1.

6. Special Payment and Special Delivery Instructions. 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 constituting payments for Notes to be purchased in connection with the Tender Offer are to be issued or sent, if different from the name and address of the registered Holder 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. If no instructions are given, Notes not tendered or not accepted for purchase will be returned to the registered Holder of the Notes tendered. The Company does not have any obligation pursuant to the Special Payment Instructions to transfer any Notes from the name of the Holder thereof if the Company does not accept for payment any of the Notes so tendered. For Holders of Notes tendering by book-entry transfer, Notes not tendered or not accepted for purchase will be returned by crediting the account at DTC designated above. 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 Tender Offer Consideration otherwise payable to the tendering Holder.

7. Taxpayer Identification Number and IRS Form W-9 or IRS Form W-8; Backup Withholding. Under U.S. federal income tax laws, as described in more detail hereunder, a cash payment made to a Holder of Notes tendered pursuant to the Offer to Purchase is generally required to be reported to such Holder and to the Internal Revenue Service (“IRS”) and may be subject to “backup withholding” at the applicable backup withholding rate (currently 28%) on such payment.

To avoid backup withholding, a Holder that is a “United States person” (within the meaning of the Code) whose Notes are submitted herewith should provide a properly completed IRS Form W-9, signed under penalties of perjury, including such Holder’s correct Tax Identification Number (“TIN”) and certifying that the Holder is not subject to backup withholding. If such Holder does not provide a certified TIN by the time of payment, backup withholding at the then applicable backup withholding rate will be deducted from the cash payment made to the Holder. **Note: Writing “Applied For” on the form means that the U.S. Holder has already applied for a TIN or intends to apply for one in the near future.**

Certain persons are exempt from these backup withholding and reporting requirements. Such exempt persons that are “United States persons” (within the meaning of the Code) should indicate their exempt status on an IRS Form W-9 (attached) by entering their correct TIN, marking the appropriate box and signing and dating the IRS Form W-9 in the space provided and should return the properly completed form with the completed letter of transmittal.

A Holder that is not a “United States person” (within the meaning of the Code) should submit a properly completed IRS Form W-8BEN, IRS Form W-8BEN-E or another appropriate version of IRS Form W-8, as applicable, including certification of such Holder’s foreign status and signed under penalty of perjury, to avoid backup withholding (and generally also to avoid a potential 30% U.S. withholding tax). Such Holders should carefully read the instructions to complete the required information on, and sign and date the appropriate IRS Form W-8 and return the form with the completed Letter of Transmittal. IRS Form W-8BEN, IRS Form W-8BEN-E and other IRS Forms W-8 are available on the IRS website, at <http://www.irs.gov>.

If a Holder that is a “United States person” (within the meaning of the Code) fails to furnish its correct TIN on IRS Form W-9, such Holder may be subject to a \$50 penalty. More serious penalties may be imposed for providing false information which, if willfully done, may result in fines and/or imprisonment. Any amounts withheld under the backup withholding rules may be refunded or credited against the beneficial owner’s U.S. federal income tax liability, if any, provided the required information is timely furnished to the IRS.

Each beneficial owner should consult its tax advisors for further guidance regarding the completion of IRS Form W-9, IRS Form W-8BEN, IRS Form W-8BEN-E or another appropriate version of IRS Form W-8, as applicable, to claim exemption from withholding for U.S. federal tax purposes.

8. Transfer Taxes. Except as otherwise provided in this Instruction 8 or in Instruction 6 above, the Company will pay or cause to be paid all transfer taxes applicable to the purchase and transfer of Notes under the Tender Offer. If payment pursuant to the Tender Offer is being made to, or if certificates of Notes for principal amounts not tendered or not accepted for payment are registered or issued in the name of, any person other than the registered Holder of Notes tendered by this Letter of Transmittal, or if tendered certificates are registered in the name of any person other than the person(s) signing this Letter of Transmittal, the amount of any transfer taxes (whether imposed on the Holder or such other person) payable on account of the transfer to such other person will be deducted from the payment unless satisfactory evidence of the payment of such taxes or exemption therefrom is submitted to the Company. Except as provided in this Instruction 8, it will not be necessary for transfer stamps to be affixed to the certificates listed in this Letter of Transmittal.

9. Irregularities. All questions as to the validity, form, eligibility (including time of receipt) and acceptance of any tendered Notes pursuant to any of the procedures described above will be determined by the Company in the Company’s sole discretion (which determination shall be final and binding absent a finding to the contrary by a court of competent jurisdiction). The Company expressly reserves the absolute right, in its sole discretion, subject to applicable law, to reject any or all tenders of any Notes determined by it not to be in proper form or if the acceptance

for payment of, or payment for, such Notes may, in the opinion of the Company's counsel, be unlawful. The Company also reserves the absolute right, in its sole discretion, subject to applicable law, to waive or amend any of the conditions of the Tender Offer or to waive any defect or irregularity in any tender with respect to Notes of any particular Holder, whether or not similar defects or irregularities are waived in the case of other Holders. A waiver of any defect or irregularity with respect to the tender of one Note shall not constitute a waiver of the same or any other defect or irregularity with respect to the tender of any other Note. The Company's interpretation of the terms and conditions of the Tender Offer (including this Letter of Transmittal and the Instructions hereto) will be final and binding absent a finding to the contrary by a court of competent jurisdiction. None of the Company, the Dealer Manager, the Depositary, the Information Agent, the trustee with respect to the Notes or any other person will be under any duty to give notification of any defects or irregularities in tenders or will incur any liability for failure to give any such notification.

10. Waiver of Conditions. The Company expressly reserves the absolute right, in its sole discretion, to waive any of the conditions to the Tender Offer in the case of any Notes tendered, in whole or in part, at any time and from time to time.

11. Requests for Assistance or Additional Copies. Questions relating to the procedures for tendering Notes and requests for assistance or additional copies of the Offer to Purchase, this Letter of Transmittal and the Notice of Guaranteed Delivery may be directed to the Information Agent, whose addresses and telephone numbers appear on the back page of this Letter of Transmittal. Questions regarding the terms of the Tender Offer should be directed to the Dealer Manager, whose address and telephone number appear on the back page of this Letter of Transmittal.

The Depositary for the Tender Offer is:

Global Bondholder Services Corporation

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

65 Broadway, Suite 404
New York, New York 10006
Attention: Corporate Actions
Email: contact@gbsc-usa.com

Banks and Brokers Call:
(212) 430-3774
All Others Call Toll Free:
(866) 470-4300

Any questions regarding procedures for tendering Notes or requests for additional copies of this Letter of Transmittal should be directed to the Information Agent:

The Information Agent for the Tender 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) 470-4300

Any questions regarding the terms and conditions of the Tender Offer should be directed to the Dealer Manager:

The Dealer Manager for the Tender Offer is:

<p>Credit Suisse Attn: Liability Management Group 11 Madison Avenue New York, NY 10010 US Toll Free: (800) 820-1653 Collect: (212) 538-1862</p>
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[Insert most recent IRS Form W-9]