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affirm that the rights and remedies of the Secured Parties with respect to the security interest in the Collateral granted hereby are more fully set forth in the Indenture and the Security Agreement, the terms and provisions of which (including the remedies provided for therein) are incorporated by reference herein as if fully set forth herein. In the event of any conflict between the terms of this Agreement and the terms of the Security Agreement, the terms of the Security Agreement shall govern.

SECTION 5. Counterparts. This Agreement may be executed in counterparts, each of which will be deemed an original, but all of which together constitute one and the same original.

THE BANK OF NEW YORK MELLON TRUST
COMPANY, N.A.
as Collateral Agent for the Holders

By: M Callahan
Name: M. Callahan
Title: Vice President

Date:

[Signature Page to Grant of Security Interest in Intellectual Property Rights]

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