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WebMD Health Corp. Provides Notice of Fundamental Change / Change in Control to Holders of its Convertible Notes

NEW YORK, NY (September 15, 2017) — WebMD Health Corp. (the “Company”) today provided notice that, pursuant to the terms of:

- an indenture, dated January 11, 2011 (the “2018 Indenture”) governing its 2.50% Convertible Notes due 2018 (the “2018 Notes”),
- an indenture, dated November 26, 2013 (the “2020 Indenture”) governing its 1.50% Convertible Notes due 2020 (the “2020 Notes”), and
- an indenture, dated June 1, 2016 (the “2023 Indenture”, and together with the 2018 Indenture and the 2020 Indenture, the “Indentures” and each, an “Indenture”) governing its 2.625% Convertible Notes due 2023 (the “2023 Notes”, and together with the 2018 Notes and the 2020 Notes, the “Notes”),

in connection with the closing of the transactions contemplated by the Agreement and Plan of Merger, dated as of July 24, 2017 (the “Merger Agreement”), among MH Sub I, LLC, Diagnosis Merger Sub, Inc. and the Company, the Company delivered the attached Notices of Fundamental Change and Execution of Supplemental Indenture (the “Fundamental Change Notice”) to holders of its 2020 Notes and 2023 Notes, and Notice of Change in Control and Execution of Supplemental Indenture (the “Change in Control Notice”) to holders of its 2018 Notes, notifying holders that a Fundamental Change, as such term is defined in the 2020 Indenture and the 2023 Indenture, and a Change in Control, as such term is defined in the 2018 Indenture, occurred on September 15, 2017 and that the Company entered into supplemental indentures with respect to the Indentures, pursuant to which the right to convert each \$1,000 principal amount of the Notes will be changed into a right to convert such principal amount into an amount of cash equal to the Conversion Rate (as defined in the Indentures) in effect on the conversion date, multiplied by the Applicable Price (as defined in the Indentures).

Notice of Fundamental Change / Change in Control

In connection with such Fundamental Change or Change in Control, as applicable, each holder of Notes will have the right at such holder’s option to require the Company to repurchase all of such holder’s Notes (or a portion thereof which is \$1,000 in principal amount or any positive integral multiple thereof), on October 27, 2017 (the “Repurchase Date”), the date that is 30 business days after the date on which the Company delivered the Fundamental Change Notice and the Change in Control Notice. The Company will be required to repurchase all of such holder’s Notes at a price, payable in cash, equal to one hundred percent (100%) of the principal amount of the Notes to be so repurchased (the “Repurchase Price”), plus accrued and unpaid interest thereon, if any, to, but excluding the Repurchase Date.

Holders of Notes should read carefully the Fundamental Change Notice or Change in Control Notice, as applicable, regarding their conversion rights in connection with the Fundamental Change or Change in Control and the rights of holders to require the Company to repurchase their Notes in connection with the Fundamental Change or Change in Control, as applicable, as it contains important information as to the procedures and timing for the exercise of such rights.

Notice of Make-Whole Fundamental Change / Make Whole Change of Control and Adjustment to Conversion Rate upon Conversion in connection with a Make-Whole Fundamental Change / Make Whole Change of Control

In connection with the closing of the transactions contemplated by the Merger Agreement, a Make-Whole Fundamental Change under the 2020 Indenture and 2023 Indenture, and a Make Whole Change of Control under the 2018 Indenture, occurred on September 15, 2017. Pursuant to the Indentures, if a holder surrenders its Notes for conversion during the period commencing 20 days prior to the anticipated effective date of the Make-Whole Fundamental Change or Make Whole Change of Control, as applicable, and ending on October 5, 2017, the 20th day after the actual effective date of the Make-Whole Fundamental Change and Make Whole Change of Control (such period, the “Make-Whole Period”), the Company will increase the conversion rate for the Notes surrendered for conversion during such period in accordance with the Indentures as set forth below.

As more fully described in the Fundamental Change Notice and Change in Control Notice and pursuant to each of the First Supplemental Indentures, dated as of September 15, 2017, by and among the Company and the Trustee, to the Indentures, the consideration due upon conversion of the Notes will be an amount of cash equal to:

- 2018 Notes: (i) \$1,071.83 per \$1,000 principal amount of 2018 Notes based on a Conversion Rate of 16.1178, in the case of a holder that elects to convert its 2018 Notes, in accordance with the Indenture, at any time during Make-Whole Period, provided that, for holders that converted 2018 Notes during Make-Whole Period but prior to September 15, 2017 and have received shares of Common Stock but have not received the Additional Shares, the right to receive the Additional Shares shall change to a right to receive \$35.40 per \$1,000 principal amount of 2018 Notes on or after September 15, 2017, and (ii) \$1,036.43 per \$1,000 principal amount of 2018 Notes based on a Conversion Rate of 15.5854 in the case of a Holder that elects to convert its 2018 Notes, in accordance with the Indenture, other than during the Make-Whole Period;
- 2020 Notes: (i) \$1,396.13 per \$1,000 principal amount of 2020 Notes based on a Conversion Rate of 20.9944, in the case of a holder that elects to convert its 2020 Notes, in accordance with the Indenture, at any time during Make-Whole Period, provided that, for holders that converted 2020 Notes during Make-Whole Period but prior to September 15, 2017 and have received shares of Common Stock but have not received the Additional Shares, the right to receive the Additional Shares shall change to a right to receive \$128.01 per \$1,000 principal amount of 2020 Notes on or after September 15, 2017, and (ii) \$1,268.12 per \$1,000 principal amount of 2020 Notes based on a Conversion Rate of 19.0695 in the case of a Holder that elects to convert its 2020 Notes, in accordance with the Indenture, other than during the Make-Whole Period;
- 2023 Notes: \$767.34 per \$1,000 principal amount of 2023 Notes based on a Conversion Rate of 11.5389, which reflects no Conversion Rate adjustment.

Holders who wish to convert their Notes must satisfy the requirements set forth in the applicable Indenture. Except as set forth above, the Conversion Rate will not be subject to further adjustment.

Holders who fail to validly convert their 2018 Notes or 2020 Notes during the Make-Whole Period will not be entitled to receive the Additional Shares (as defined in the Indentures).

Other than during the Make-Whole Period, a holder may convert its Notes at any time prior to the 5:00 p.m. New York City time on (i) January 30, 2018 for the 2018 Notes, (ii) November 30, 2020 for the 2020 Notes and (iii) June 14, 2023 for the 2023 Notes, upon the terms and subject to the conditions of the applicable Indenture.

The Trustee for the Notes is The Bank of New York Mellon Trust Company, N.A. For questions or assistance related to the Notes, contact The Bank of New York Mellon Trust Company, N.A. at 800-254-2826.

About WebMD

WebMD Health Corp. is the leading provider of health information services, serving consumers, physicians, healthcare professionals, employers, and health plans through our public and private online portals, mobile platforms and health-focused publications.

The WebMD Health Network includes WebMD.com, Medscape.com, MedicineNet.com, eMedicineHealth.com, RxList.com, Medscape Education (Medscape.org) and other WebMD owned sites and apps.

WebMD®, Medscape®, CME Circle®, Medpulse®, eMedicine®, MedicineNet®, theheart.org® and RxList® are among the trademarks of WebMD Health Corp. or its subsidiaries.

September 15, 2017

The Bank of New York Mellon Trust Company, N.A.
500 Ross Street, 12th Fl.
Pittsburgh, Pennsylvania 15262
Attention: Corporate Trust Administration


Ladies and Gentlemen:

Reference is made to the Indenture dated as of January 11, 2011 between WebMD Health Corp. (the “*Company*”) and The Bank of New York Mellon Trust Company, N.A., as trustee (as supplemented by the First Supplemental Indenture, dated September 15, 2017, the “*Indenture*”) with respect to the 2.50% Convertible Notes due 2018 (the “*Convertible Notes*”) issued by the Company. Capitalized terms used but not defined herein shall have the meanings set forth in the Indenture.

This notice is delivered to you pursuant to Sections 3.01 and 10.13 of the Indenture. Please forward the notice attached hereto at our expense to each holder of the Convertible Notes at its address appearing in the register provided for in Section 2.03 of the Indenture.

Sincerely,

WebMD Health Corp.

A handwritten signature in blue ink, appearing to read "Blake DeSimone", written over a horizontal line.

Name: Blake DeSimone

Title: Executive Vice President and Chief Financial Officer

**NOTICE OF CHANGE IN CONTROL
AND
EXECUTION
OF
SUPPLEMENTAL INDENTURE
OF
WEBMD HEALTH CORP.
2.50% CONVERTIBLE NOTES DUE 2018
CUSIP Nos. 94770V AE2 and 94770V AF9¹**

This Notice of Change in Control and Execution of Supplemental Indenture is given by WebMD Health Corp. (the “**Company**”) pursuant to the provisions of Sections 3.01 and 10.13 of the Indenture, dated as of January 11, 2011, between the Company and The Bank of New York Mellon Trust Company, N.A., as indenture trustee (the “**Trustee**”) (as may be supplemented from time to time, the “**Indenture**”), relating to the Company’s 2.50% Convertible Notes due 2018 (the “**Convertible Notes**”). The Trustee also serves as Paying Agent under the Indenture. Capitalized terms used in this notice, unless otherwise defined herein, have the meanings given to such terms in the Indenture.

A Change in Control occurred on September 15, 2017, as a result of the consummation of the merger on such date of the Company with and into Diagnosis Merger Sub, Inc., with the Company continuing as the surviving entity (the “**Merger**”) as contemplated by the Agreement and Plan of Merger, dated as of July 24, 2017 (the “**Merger Agreement**”), among the Company, MH Sub I, LLC and Diagnosis Merger Sub, Inc. Accordingly, pursuant to Section 3.01(a) of the Indenture, on or before October 27, 2017 (the “**Change in Control Repurchase Date**”), the holder of each Convertible Note outstanding on such date (each, a “**Holder**”) shall, subject to certain conditions, have the right by giving notice as stated herein to require the Company to purchase all or any portion of such Holder’s Convertible Notes in a principal amount equal to \$1,000 or any positive integral multiple of \$1,000 at a price equal to 100% of the principal amount outstanding of such Convertible Notes, and together with interest accrued and unpaid, thereon to, but excluding, such Change in Control Repurchase Date, which equals \$1,006.18 for each \$1,000 in principal amount of the Convertible Notes (the “**Repurchase Price**”). The Repurchase Price will be paid in cash.

Payment of the Repurchase Price will be made in cash by the Paying Agent on the Change in Control Repurchase Date upon presentation and surrender of Convertible Notes at the address set forth below under “Manner of Purchase,” and only if the Convertible Notes so surrendered conform in all respects to the description thereof in this Change in Control Notice, as determined by the Company in its sole discretion. On the Change in Control Repurchase Date, the Repurchase Price will become due and payable on the portion of the Convertible Notes submitted to the Company for purchase, interest will cease to accrue on the portion of the principal amount of the Convertible Notes being purchased, and the Holders thereof will be entitled to no rights as a Holder with respect to the portion of the principal amount of the Convertible Notes being purchased except the right to receive payment of the Repurchase Price, unless the Company defaults in making payment of the Repurchase Price. If a Holder does not exercise its right to require the Company to purchase all Convertible Notes owned by such Holder, then after the Change in Control Repurchase Date and upon surrender of the Convertible Notes as to which such right has been exercised, a new Convertible Note or Convertible Notes in principal amount at issuance equal to the portion of the Convertible Notes not submitted to the Company for purchase shall be issued upon cancellation of the original Convertible Note.

Holders who deliver their Convertible Notes and an Option of Holder to Elect Repurchase Notice to the Paying Agent and do not properly and validly withdraw such notice prior to the Withdrawal Date identified below will not be permitted to convert such Convertible Notes and will not receive the Additional

¹ The CUSIP numbers are included solely for the convenience of the holders of Convertible Notes. Neither the Company nor the Trustee shall be responsible for the selection or use of the CUSIP numbers, nor is any representation made as to its correctness with respect to the Convertible Notes or as indicated in this Notice.

Shares, to which they may otherwise be entitled, as contemplated in Section 10.05 of the Indenture. See “Conversion Rights” below.

Holders of Convertible Notes should consider the following important dates in connection with this Notice:

Date	Calendar Date	Event
Expiration Date	October 15, 2017	The last day for Holders to elect to require the repurchase of Convertible Notes and deliver Convertible Notes pursuant to this Notice.
Withdrawal Date	October 25, 2017	The last day for Holders to validly withdraw elections to require the repurchase of Convertible Notes.
Change in Control Repurchase Date	October 27, 2017	The Company accepts all elections to require the purchase of Convertible Notes validly delivered prior to the Expiration Date and not validly withdrawn. The Company notifies the Paying Agent that such elections and delivered Convertible Notes are accepted for repurchase and payment. The Company deposits with the Paying Agent the amount of cash necessary to pay each electing and delivering Holder the Repurchase Price. The Paying Agent pays each electing Holder who has delivered the Convertible Notes prior to this date the Repurchase Price in cash for all of the Convertibles Notes properly and validly delivered by such Holder.

Neither the Company nor the Trustee and Paying Agent make any recommendation as to whether Holders should elect to require the Company to repurchase their Convertible Notes.

MANNER OF PURCHASE

If you are the owner of a beneficial interest in the Convertible Notes through The Depository Trust Company (“**DTC**”) and you elect to submit your Convertible Notes for purchase, you must, on or prior to 5:00 p.m. New York City time on October 15, 2017:

- (i) complete the appropriate instruction form pursuant to DTC’s book-entry program,
- (ii) deliver through the DTC’s book-entry system your beneficial interest, together with an agent’s message transmitted by DTC to the Paying Agent (instead of delivering the Option of Holder to Elect Repurchase Notice described below), and
- (iii) follow any other required directions as instructed by DTC. The term “agent’s message” means a message, transmitted by DTC to, and received by, the Paying Agent and forming a part of a book-entry confirmation, which states that DTC has received an express acknowledgment from the participant submitting the Convertible Notes for repurchase, which acknowledgment states that such participant has received and agreed to be bound by the terms and conditions of the Change in Control Notice.

Each beneficial owner of a beneficial interest in the Convertible Notes that has properly and validly delivered such beneficial interest and agent’s message for purchase through DTC, and not properly withdrawn such delivery prior to 5:00 p.m. New York City time on October 25, 2017, will receive the Repurchase Price through the

facilities of DTC promptly following the later of (i) Change in Control Repurchase Date and (ii) the time of the book-entry transfer or delivery of the Convertible Notes. Delivery by any owner of a beneficial interest in the Convertible Notes, together with an agent's message through the facilities of DTC prior to 5:00 p.m. New York City time on October 15, 2017, is a condition to receipt of the Repurchase Price by such Holder.

In order for any Holder of Convertible Notes in certificated form to exercise its right to require the Company to purchase a Convertible Note at the Repurchase Price, such Holder must, on or prior to 5:00 p.m. New York City time on October 15, 2017, deliver to the Trustee, or to the Paying Agent:

- (i) written notice in the form of the Option of Holder to Elect Repurchase Notice (the "**Option of Holder to Elect Repurchase Notice**") as set forth on the back of the Convertible Notes, or in the form set forth as **Exhibit A** hereto, in each case, duly completed and signed, with appropriate signature guarantee; and
- (ii) the Convertible Notes with respect to which the Change in Control Repurchase Right is being exercised, duly endorsed for transfer to the Company, and the Holder of such Convertible Notes shall be entitled to receive from the Paying Agent a nontransferable receipt of deposit evidencing such deposit.

An Option of Holder to Elect Repurchase Notice for certificated Convertible Notes may be delivered by letter, overnight courier, hand delivery, facsimile transmission or other written form.

NOTICE OF WITHDRAWAL

Any Holder of Convertible Notes who has given an Option of Holder to Elect Repurchase Notice may withdraw such Option of Holder to Elect Repurchase Notice, in whole or in part, by delivery of a written notice of withdrawal in the form attached hereto as **Exhibit B** (the "**Withdrawal Notice**") to the Corporate Trust Office of the Paying Agent at any time on or prior to 5:00 p.m. New York City time on October 25, 2017, the second business day prior to the Change in Control Repurchase Date. A Withdrawal Notice must specify:

- (1) the certificate or CUSIP number, as applicable, of the Convertible Notes in respect of which such Withdrawal Notice is being submitted;
- (2) the aggregate principal amount of the Convertible Notes with respect to which such Withdrawal Notice is being submitted; and
- (3) the aggregate principal amount, if any, of such Convertible Notes that remain subject to the original Option of Holder to Elect Repurchase Notice and which has been or will be delivered for purchase by the Company.

A Withdrawal Notice for certificated Convertible Notes may be delivered by letter, overnight courier, hand delivery, facsimile transmission or other written form.

The Paying Agent will promptly notify the Company of the receipt by it of any Option of Holder to Elect Repurchase Notice or Withdrawal Notice.

CONVERSION RIGHTS

Holders that do not elect to require the Company to purchase their Convertible Notes will maintain the right to convert their Convertible Notes into cash until 5:00 p.m. New York City time on January 30, 2018, which is the business day immediately preceding the Maturity Date, upon the terms and subject to the conditions of the Indenture. Pursuant to the First Supplemental Indenture, dated as of September 15, 2017, entered into between the Company and the Trustee in connection with the Merger (the "**First Supplemental Indenture**"), each Holder of a Convertible Note has the right, upon conversion of such Convertible Note, to receive an amount of cash equal to (i) \$1,071.83 per \$1,000 principal amount of Convertible Notes based on a Conversion Rate of 16.1178 in the case of a

Holder that elects to convert its Convertible Notes, in accordance with the Indenture, during the period commencing 20 days prior to the anticipated effective date of the Make Whole Change of Control and ending October 5, 2017, the 20th day after the date that the Merger became effective (such period, the “**Make Whole Change of Control Period**”), provided that, for Holders that converted their Convertible Notes during Make Whole Change of Control Period but prior to September 15, 2017 and have received shares of Common Stock but have not received the Additional Shares, the right to receive the Additional Shares shall change to a right to receive \$35.40 per \$1,000 principal amount of the Convertible Notes on or after September 15, 2017, and (ii) \$1,036.43 per \$1,000 principal amount of Convertible Notes based on a Conversion Rate of 15.5854 in the case of a Holder that elects to convert its Convertible Notes, in accordance with the Indenture, other than during the Make Whole Change of Control Period.

Except as set forth above, the Conversion Rate will not be subject to further adjustment.

Holders who fail to validly convert their Convertible Notes during the Make Whole Change of Control Period will not be entitled to receive any Additional Shares in accordance with Section 10.05 of the Indenture.

A Holder may convert its Convertible Notes at any time prior to the 5:00 p.m. New York City time on January 30, 2018, upon the terms and subject to the conditions of the Indenture. In order to receive the Additional Shares, however, a Holder must convert its Convertible Notes during the Make Whole Change of Control Period.

The Company will settle in cash its entire conversion obligation in respect of the principal amount of Convertible Notes that are so converted on the third business day after the applicable Conversion Date. Therefore, holders that validly convert their Convertible Notes during the three business days immediately preceding to the Change in Control Repurchase Date may not receive the cash payment with respect to their Convertible Notes until after the Change in Control Repurchase Date.

At the time of this notice the Convertible Notes are eligible for conversion.

In order to convert its Convertible Notes during the Make Whole Change of Control Period, prior to 5:00 p.m. New York City time on October 5, 2017, such holder must:

- (i) in the case of a Global Note, comply with the procedures of DTC in effect at that time and, if required, all transfer or similar taxes, if any, and
- (ii) in the case of a Convertible Note issued in certificated form:
 - (a) complete and sign and deliver the Conversion Notice (a “**Conversion Notice**”), with appropriate signature guarantee, in the form on the reverse of such certificated Convertible Note (or a facsimile thereof) (**Exhibit C** hereto)
 - (b) surrender such Convertible Note, duly endorsed to the Company or in blank (and accompanied by appropriate endorsement and transfer documents), at the office of the Conversion Agent,
 - (c) furnish appropriate endorsements and transfer documents if required by the Registrar or Conversion Agent,
 - (d) if required by Article X of the Indenture, pay the amount of interest the Holder may be paid and
 - (e) pay any transfer or similar tax if required.

The Trustee shall notify the Company of any conversion on the date of such conversion.

Any Convertible Notes as to which an Option of Holder to Elect Repurchase Notice has been given may be converted pursuant to the immediately foregoing paragraph only if the applicable Option of Holder to Elect Repurchase Notice has been properly and validly withdrawn in accordance with the terms of the Indenture, which are described above.

PAYING AGENT

The name and address of the Paying Agent are as follows:

By Regular Mail: The Bank of New York Mellon Trust Company, N.A. 500 Ross Street, 12th Fl. Pittsburgh, Pennsylvania 15262 Attention: Corporate Trust Administration	By Certified, Registered Mail or Overnight Courier: The Bank of New York Mellon Trust Company, N.A. 500 Ross Street, 12th Fl. Pittsburgh, Pennsylvania 15262 Attention: Corporate Trust Administration
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For further information call: 800-254-2826.

CONVERSION AGENT

The name and address of the Conversion Agent are as follows:

By First Class/Registered/ Certified Mail: The Bank of New York Mellon Trust Company, N.A., as trustee c/o The Bank of New York Mellon 111 Sanders Creek East Syracuse, New York 13057 Attn: Corporate Trust Operations	By Express/Overnight Delivery: The Bank of New York Mellon Trust Company, N.A., as trustee c/o The Bank of New York Mellon 111 Sanders Creek East Syracuse, New York 13057 Attn: Corporate Trust Operations	In Hand or In Person: The Bank of New York Mellon Trust Company, N.A., as trustee c/o The Bank of New York Mellon 111 Sanders Creek East Syracuse, New York 13057 Attn: Corporate Trust Operations
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Delivery of this Option of Holder to Elect Repurchase Notice and all other required documents to an address other than as set forth above does not constitute valid delivery. Delivery of documents to DTC or the Company does not constitute delivery to the Paying Agent or the Conversion Agent. The method of delivery of all documents, including certificates representing the Convertible Notes, is at the risk of the holder. If delivery is by mail, registered mail with return receipt requested, properly insured, is recommended. You must sign this Option of Holder to Elect Repurchase Notice in the appropriate space provided therefore, with signature guarantee if required, and complete the substitute Form W-9 included herein.

BACKUP WITHHOLDING

U.S. federal tax law requires that the Paying Agent withhold 28% of your payment under backup withholding rules unless: (a) you qualify for an exemption or (b) you provide the Paying Agent with your correct taxpayer identification number (“**TIN**”) (generally your Social Security Number or Federal Employer Identification Number) and make certain other required certifications. A U.S. Holder may provide the required information and certifications by submitting the Form W-9 included herein. Certain Holders, including generally all corporations and certain foreign persons, are not subject to backup withholding. A Holder that is a foreign person may qualify as an exempt person for backup withholding purposes and may also demonstrate an exemption from certain nonresident withholding rules by submitting an applicable form W-8, which may be obtained from the IRS website at www.irs.gov.

EXECUTION OF SUPPLEMENTAL INDENTURE

In connection with the Merger and pursuant to Section 10.13 of the Indenture, the Company and the Trustee entered into the First Supplemental Indenture, dated as of September 15, 2017, providing that the Convertible Notes held by each Holder are convertible into the amount of cash which such Holder would have been entitled to receive upon consummation of the Merger had such Convertible Notes been converted into Common Stock immediately prior to the effective time of the Merger, subject to adjustments set forth in the First Supplemental Indenture.

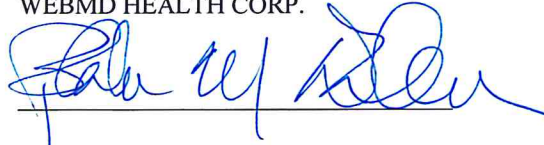
GENERAL

A copy of this Notice of Change in Control and Execution of Supplemental Indenture has been sent to all holders of record of the Convertible Notes as of September 15, 2017.

September 15, 2017

WEBMD HEALTH CORP.

By:



Name: Blake DeSimone

Title: Executive Vice President and Chief Financial Officer

EXHIBIT A

OPTION OF HOLDER TO ELECT REPURCHASE NOTICE

Certificate No. of Security: _____

If you elect to have this Security purchased by the Company pursuant to Section 3.01 of the Indenture, check the box:

If you elect to have only part of this Security purchased by the Company pursuant to Section 3.01 of the Indenture state the principal amount:

\$ _____
(in an integral multiple of \$1,000)

Dated: _____

Signature(s): _____

(Sign exactly as your name(s) appear(s) on the other side
of this Security)

Signature(s) guaranteed by: _____

(All signatures must be guaranteed by a guarantor institution participating in the Securities Transfer Agents Medallion Program or in such other guarantee program acceptable to the Trustee.)

Request for Taxpayer Identification Number and Certification

**Give Form to the
 requester. Do not
 send to the IRS.**

Print or type See Specific Instructions on page 2.	1 Name (as shown on your income tax return). Name is required on this line; do not leave this line blank.	
	2 Business name/disregarded entity name, if different from above	
	3 Check appropriate box for federal tax classification; check only one of the following seven boxes: <input type="checkbox"/> Individual/sole proprietor or single-member LLC <input type="checkbox"/> C Corporation <input type="checkbox"/> S Corporation <input type="checkbox"/> Partnership <input type="checkbox"/> Trust/estate <input type="checkbox"/> Limited liability company. Enter the tax classification (C=C corporation, S=S corporation, P=partnership) ▶ _____ Note. For a single-member LLC that is disregarded, do not check LLC; check the appropriate box in the line above for the tax classification of the single-member owner. <input type="checkbox"/> Other (see instructions) ▶ _____	4 Exemptions (codes apply only to certain entities, not individuals; see instructions on page 3): Exempt payee code (if any) _____ Exemption from FATCA reporting code (if any) _____ <i>(Applies to accounts maintained outside the U.S.)</i>
	5 Address (number, street, and apt. or suite no.)	Requester's name and address (optional)
	6 City, state, and ZIP code	
	7 List account number(s) here (optional)	

Part I Taxpayer Identification Number (TIN)

Enter your TIN in the appropriate box. The TIN provided must match the name given on line 1 to avoid backup withholding. For individuals, this is generally your social security number (SSN). However, for a resident alien, sole proprietor, or disregarded entity, see the Part I instructions on page 3. For other entities, it is your employer identification number (EIN). If you do not have a number, see *How to get a TIN* on page 3.

Note. If the account is in more than one name, see the instructions for line 1 and the chart on page 4 for guidelines on whose number to enter.

Social security number											
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Part II Certification

Under penalties of perjury, I certify that:

- The number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me); and
- I am not subject to backup withholding because: (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding; and
- I am a U.S. citizen or other U.S. person (defined below); and
- The FATCA code(s) entered on this form (if any) indicating that I am exempt from FATCA reporting is correct.

Certification instructions. You must cross out item 2 above if you have been notified by the IRS that you are currently subject to backup withholding because you have failed to report all interest and dividends on your tax return. For real estate transactions, item 2 does not apply. For mortgage interest paid, acquisition or abandonment of secured property, cancellation of debt, contributions to an individual retirement arrangement (IRA), and generally, payments other than interest and dividends, you are not required to sign the certification, but you must provide your correct TIN. See the instructions on page 3.

Sign Here	Signature of U.S. person ▶ _____	Date ▶ _____
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General Instructions

Section references are to the Internal Revenue Code unless otherwise noted.
Future developments. Information about developments affecting Form W-9 (such as legislation enacted after we release it) is at www.irs.gov/fw9.

Purpose of Form

An individual or entity (Form W-9 requester) who is required to file an information return with the IRS must obtain your correct taxpayer identification number (TIN) which may be your social security number (SSN), individual taxpayer identification number (ITIN), adoption taxpayer identification number (ATIN), or employer identification number (EIN), to report on an information return the amount paid to you, or other amount reportable on an information return. Examples of information returns include, but are not limited to, the following:

- Form 1099-INT (interest earned or paid)
- Form 1099-DIV (dividends, including those from stocks or mutual funds)
- Form 1099-MISC (various types of income, prizes, awards, or gross proceeds)
- Form 1099-B (stock or mutual fund sales and certain other transactions by brokers)
- Form 1099-S (proceeds from real estate transactions)
- Form 1099-K (merchant card and third party network transactions)

- Form 1098 (home mortgage interest), 1098-E (student loan interest), 1098-T (tuition)
 - Form 1099-C (canceled debt)
 - Form 1099-A (acquisition or abandonment of secured property)
- Use Form W-9 only if you are a U.S. person (including a resident alien), to provide your correct TIN.
- If you do not return Form W-9 to the requester with a TIN, you might be subject to backup withholding. See What is backup withholding? on page 2.*
- By signing the filled-out form, you:
- Certify that the TIN you are giving is correct (or you are waiting for a number to be issued).
 - Certify that you are not subject to backup withholding, or
 - Claim exemption from backup withholding if you are a U.S. exempt payee. If applicable, you are also certifying that as a U.S. person, your allocable share of any partnership income from a U.S. trade or business is not subject to the withholding tax on foreign partners' share of effectively connected income, and
 - Certify that FATCA code(s) entered on this form (if any) indicating that you are exempt from the FATCA reporting, is correct. See *What is FATCA reporting?* on page 2 for further information.

Note. If you are a U.S. person and a requester gives you a form other than Form W-9 to request your TIN, you must use the requester's form if it is substantially similar to this Form W-9.

Definition of a U.S. person. For federal tax purposes, you are considered a U.S. person if you are:

- An individual who is a U.S. citizen or U.S. resident alien;
- A partnership, corporation, company, or association created or organized in the United States or under the laws of the United States;
- An estate (other than a foreign estate); or
- A domestic trust (as defined in Regulations section 301.7701-7).

Special rules for partnerships. Partnerships that conduct a trade or business in the United States are generally required to pay a withholding tax under section 1446 on any foreign partners' share of effectively connected taxable income from such business. Further, in certain cases where a Form W-9 has not been received, the rules under section 1446 require a partnership to presume that a partner is a foreign person, and pay the section 1446 withholding tax. Therefore, if you are a U.S. person that is a partner in a partnership conducting a trade or business in the United States, provide Form W-9 to the partnership to establish your U.S. status and avoid section 1446 withholding on your share of partnership income.

In the cases below, the following person must give Form W-9 to the partnership for purposes of establishing its U.S. status and avoiding withholding on its allocable share of net income from the partnership conducting a trade or business in the United States:

- In the case of a disregarded entity with a U.S. owner, the U.S. owner of the disregarded entity and not the entity;
- In the case of a grantor trust with a U.S. grantor or other U.S. owner, generally, the U.S. grantor or other U.S. owner of the grantor trust and not the trust; and
- In the case of a U.S. trust (other than a grantor trust), the U.S. trust (other than a grantor trust) and not the beneficiaries of the trust.

Foreign person. If you are a foreign person or the U.S. branch of a foreign bank that has elected to be treated as a U.S. person, do not use Form W-9. Instead, use the appropriate Form W-8 or Form 8233 (see Publication 515, Withholding of Tax on Nonresident Aliens and Foreign Entities).

Nonresident alien who becomes a resident alien. Generally, only a nonresident alien individual may use the terms of a tax treaty to reduce or eliminate U.S. tax on certain types of income. However, most tax treaties contain a provision known as a "saving clause." Exceptions specified in the saving clause may permit an exemption from tax to continue for certain types of income even after the payee has otherwise become a U.S. resident alien for tax purposes.

If you are a U.S. resident alien who is relying on an exception contained in the saving clause of a tax treaty to claim an exemption from U.S. tax on certain types of income, you must attach a statement to Form W-9 that specifies the following five items:

1. The treaty country. Generally, this must be the same treaty under which you claimed exemption from tax as a nonresident alien.
2. The treaty article addressing the income.
3. The article number (or location) in the tax treaty that contains the saving clause and its exceptions.
4. The type and amount of income that qualifies for the exemption from tax.
5. Sufficient facts to justify the exemption from tax under the terms of the treaty article.

Example. Article 20 of the U.S.-China income tax treaty allows an exemption from tax for scholarship income received by a Chinese student temporarily present in the United States. Under U.S. law, this student will become a resident alien for tax purposes if his or her stay in the United States exceeds 5 calendar years. However, paragraph 2 of the first Protocol to the U.S.-China treaty (dated April 30, 1984) allows the provisions of Article 20 to continue to apply even after the Chinese student becomes a resident alien of the United States. A Chinese student who qualifies for this exception (under paragraph 2 of the first protocol) and is relying on this exception to claim an exemption from tax on his or her scholarship or fellowship income would attach to Form W-9 a statement that includes the information described above to support that exemption.

If you are a nonresident alien or a foreign entity, give the requester the appropriate completed Form W-8 or Form 8233.

Backup Withholding

What is backup withholding? Persons making certain payments to you must under certain conditions withhold and pay to the IRS 28% of such payments. This is called "backup withholding." Payments that may be subject to backup withholding include interest, tax-exempt interest, dividends, broker and barter exchange transactions, rents, royalties, nonemployee pay, payments made in settlement of payment card and third party network transactions, and certain payments from fishing boat operators. Real estate transactions are not subject to backup withholding.

You will not be subject to backup withholding on payments you receive if you give the requester your correct TIN, make the proper certifications, and report all your taxable interest and dividends on your tax return.

Payments you receive will be subject to backup withholding if:

1. You do not furnish your TIN to the requester,
2. You do not certify your TIN when required (see the Part II instructions on page 3 for details),

3. The IRS tells the requester that you furnished an incorrect TIN,

4. The IRS tells you that you are subject to backup withholding because you did not report all your interest and dividends on your tax return (for reportable interest and dividends only), or

5. You do not certify to the requester that you are not subject to backup withholding under 4 above (for reportable interest and dividend accounts opened after 1983 only).

Certain payees and payments are exempt from backup withholding. See *Exempt payee code* on page 3 and the separate Instructions for the Requester of Form W-9 for more information.

Also see *Special rules for partnerships* above.

What is FATCA reporting?

The Foreign Account Tax Compliance Act (FATCA) requires a participating foreign financial institution to report all United States account holders that are specified United States persons. Certain payees are exempt from FATCA reporting. See *Exemption from FATCA reporting code* on page 3 and the Instructions for the Requester of Form W-9 for more information.

Updating Your Information

You must provide updated information to any person to whom you claimed to be an exempt payee if you are no longer an exempt payee and anticipate receiving reportable payments in the future from this person. For example, you may need to provide updated information if you are a C corporation that elects to be an S corporation, or if you no longer are tax exempt. In addition, you must furnish a new Form W-9 if the name or TIN changes for the account; for example, if the grantor of a grantor trust dies.

Penalties

Failure to furnish TIN. If you fail to furnish your correct TIN to a requester, you are subject to a penalty of \$50 for each such failure unless your failure is due to reasonable cause and not to willful neglect.

Civil penalty for false information with respect to withholding. If you make a false statement with no reasonable basis that results in no backup withholding, you are subject to a \$500 penalty.

Criminal penalty for falsifying information. Willfully falsifying certifications or affirmations may subject you to criminal penalties including fines and/or imprisonment.

Misuse of TINs. If the requester discloses or uses TINs in violation of federal law, the requester may be subject to civil and criminal penalties.

Specific Instructions

Line 1

You must enter one of the following on this line; **do not** leave this line blank. The name should match the name on your tax return.

If this Form W-9 is for a joint account, list first, and then circle, the name of the person or entity whose number you entered in Part I of Form W-9.

a. **Individual.** Generally, enter the name shown on your tax return. If you have changed your last name without informing the Social Security Administration (SSA) of the name change, enter your first name, the last name as shown on your social security card, and your new last name.

Note. ITIN applicant: Enter your individual name as it was entered on your Form W-7 application, line 1a. This should also be the same as the name you entered on the Form 1040/1040A/1040EZ you filed with your application.

b. **Sole proprietor or single-member LLC.** Enter your individual name as shown on your 1040/1040A/1040EZ on line 1. You may enter your business, trade, or "doing business as" (DBA) name on line 2.

c. **Partnership, LLC that is not a single-member LLC, C Corporation, or S Corporation.** Enter the entity's name as shown on the entity's tax return on line 1 and any business, trade, or DBA name on line 2.

d. **Other entities.** Enter your name as shown on required U.S. federal tax documents on line 1. This name should match the name shown on the charter or other legal document creating the entity. You may enter any business, trade, or DBA name on line 2.

e. **Disregarded entity.** For U.S. federal tax purposes, an entity that is disregarded as an entity separate from its owner is treated as a "disregarded entity." See Regulations section 301.7701-2(c)(2)(iii). Enter the owner's name on line 1. The name of the entity entered on line 1 should never be a disregarded entity. The name on line 1 should be the name shown on the income tax return on which the income should be reported. For example, if a foreign LLC that is treated as a disregarded entity for U.S. federal tax purposes has a single owner that is a U.S. person, the U.S. owner's name is required to be provided on line 1. If the direct owner of the entity is also a disregarded entity, enter the first owner that is not disregarded for federal tax purposes. Enter the disregarded entity's name on line 2, "Business name/disregarded entity name." If the owner of the disregarded entity is a foreign person, the owner must complete an appropriate Form W-8 instead of a Form W-9. This is the case even if the foreign person has a U.S. TIN.

Line 2

If you have a business name, trade name, DBA name, or disregarded entity name, you may enter it on line 2.

Line 3

Check the appropriate box in line 3 for the U.S. federal tax classification of the person whose name is entered on line 1. Check only one box in line 3.

Limited Liability Company (LLC). If the name on line 1 is an LLC treated as a partnership for U.S. federal tax purposes, check the "Limited Liability Company" box and enter "P" in the space provided. If the LLC has filed Form 8832 or 2553 to be taxed as a corporation, check the "Limited Liability Company" box and in the space provided enter "C" for C corporation or "S" for S corporation. If it is a single-member LLC that is a disregarded entity, do not check the "Limited Liability Company" box; instead check the first box in line 3 "Individual/sole proprietor or single-member LLC."

Line 4, Exemptions

If you are exempt from backup withholding and/or FATCA reporting, enter in the appropriate space in line 4 any code(s) that may apply to you.

Exempt payee code.

- Generally, individuals (including sole proprietors) are not exempt from backup withholding.
- Except as provided below, corporations are exempt from backup withholding for certain payments, including interest and dividends.
- Corporations are not exempt from backup withholding for payments made in settlement of payment card or third party network transactions.
- Corporations are not exempt from backup withholding with respect to attorneys' fees or gross proceeds paid to attorneys, and corporations that provide medical or health care services are not exempt with respect to payments reportable on Form 1099-MISC.

The following codes identify payees that are exempt from backup withholding. Enter the appropriate code in the space in line 4.

- 1—An organization exempt from tax under section 501(a), any IRA, or a custodial account under section 403(b)(7) if the account satisfies the requirements of section 401(f)(2)
- 2—The United States or any of its agencies or instrumentalities
- 3—A state, the District of Columbia, a U.S. commonwealth or possession, or any of their political subdivisions or instrumentalities
- 4—A foreign government or any of its political subdivisions, agencies, or instrumentalities
- 5—A corporation
- 6—A dealer in securities or commodities required to register in the United States, the District of Columbia, or a U.S. commonwealth or possession
- 7—A futures commission merchant registered with the Commodity Futures Trading Commission
- 8—A real estate investment trust
- 9—An entity registered at all times during the tax year under the Investment Company Act of 1940
- 10—A common trust fund operated by a bank under section 584(a)
- 11—A financial institution
- 12—A middleman known in the investment community as a nominee or custodian
- 13—A trust exempt from tax under section 664 or described in section 4947

The following chart shows types of payments that may be exempt from backup withholding. The chart applies to the exempt payees listed above, 1 through 13.

IF the payment is for . . .	THEN the payment is exempt for . . .
Interest and dividend payments	All exempt payees except for 7
Broker transactions	Exempt payees 1 through 4 and 6 through 11 and all C corporations. S corporations must not enter an exempt payee code because they are exempt only for sales of noncovered securities acquired prior to 2012.
Barter exchange transactions and patronage dividends	Exempt payees 1 through 4
Payments over \$600 required to be reported and direct sales over \$5,000 ¹	Generally, exempt payees 1 through 5 ²
Payments made in settlement of payment card or third party network transactions	Exempt payees 1 through 4

¹ See Form 1099-MISC, Miscellaneous Income, and its instructions.

² However, the following payments made to a corporation and reportable on Form 1099-MISC are not exempt from backup withholding: medical and health care payments, attorneys' fees, gross proceeds paid to an attorney reportable under section 6045(f), and payments for services paid by a federal executive agency.

Exemption from FATCA reporting code. The following codes identify payees that are exempt from reporting under FATCA. These codes apply to persons submitting this form for accounts maintained outside of the United States by certain foreign financial institutions. Therefore, if you are only submitting this form for an account you hold in the United States, you may leave this field blank. Consult with the person requesting this form if you are uncertain if the financial institution is subject to these requirements. A requester may indicate that a code is not required by providing you with a Form W-9 with "Not Applicable" (or any similar indication) written or printed on the line for a FATCA exemption code.

A—An organization exempt from tax under section 501(a) or any individual retirement plan as defined in section 7701(a)(37)

B—The United States or any of its agencies or instrumentalities

C—A state, the District of Columbia, a U.S. commonwealth or possession, or any of their political subdivisions or instrumentalities

D—A corporation the stock of which is regularly traded on one or more established securities markets, as described in Regulations section 1.1472-1(c)(1)(i)

E—A corporation that is a member of the same expanded affiliated group as a corporation described in Regulations section 1.1472-1(c)(1)(i)

F—A dealer in securities, commodities, or derivative financial instruments (including notional principal contracts, futures, forwards, and options) that is registered as such under the laws of the United States or any state

G—A real estate investment trust

H—A regulated investment company as defined in section 851 or an entity registered at all times during the tax year under the Investment Company Act of 1940

I—A common trust fund as defined in section 584(a)

J—A bank as defined in section 581

K—A broker

L—A trust exempt from tax under section 664 or described in section 4947(a)(1)

M—A tax exempt trust under a section 403(b) plan or section 457(g) plan

Note. You may wish to consult with the financial institution requesting this form to determine whether the FATCA code and/or exempt payee code should be completed.

Line 5

Enter your address (number, street, and apartment or suite number). This is where the requester of this Form W-9 will mail your information returns.

Line 6

Enter your city, state, and ZIP code.

Part I. Taxpayer Identification Number (TIN)

Enter your TIN in the appropriate box. If you are a resident alien and you do not have and are not eligible to get an SSN, your TIN is your IRS individual taxpayer identification number (ITIN). Enter it in the social security number box. If you do not have an ITIN, see *How to get a TIN* below.

If you are a sole proprietor and you have an EIN, you may enter either your SSN or EIN. However, the IRS prefers that you use your SSN.

If you are a single-member LLC that is disregarded as an entity separate from its owner (see *Limited Liability Company (LLC)* on this page), enter the owner's SSN (or EIN, if the owner has one). Do not enter the disregarded entity's EIN. If the LLC is classified as a corporation or partnership, enter the entity's EIN.

Note. See the chart on page 4 for further clarification of name and TIN combinations.

How to get a TIN. If you do not have a TIN, apply for one immediately. To apply for an SSN, get Form SS-5, Application for a Social Security Card, from your local SSA office or get this form online at www.ssa.gov. You may also get this form by calling 1-800-772-1213. Use Form W-7, Application for IRS Individual Taxpayer Identification Number, to apply for an ITIN, or Form SS-4, Application for Employer Identification Number, to apply for an EIN. You can apply for an EIN online by accessing the IRS website at www.irs.gov/businesses and clicking on Employer Identification Number (EIN) under Starting a Business. You can get Forms W-7 and SS-4 from the IRS by visiting IRS.gov or by calling 1-800-TAX-FORM (1-800-829-3676).

If you are asked to complete Form W-9 but do not have a TIN, apply for a TIN and write "Applied For" in the space for the TIN, sign and date the form, and give it to the requester. For interest and dividend payments, and certain payments made with respect to readily tradable instruments, generally you will have 60 days to get a TIN and give it to the requester before you are subject to backup withholding on payments. The 60-day rule does not apply to other types of payments. You will be subject to backup withholding on all such payments until you provide your TIN to the requester.

Note. Entering "Applied For" means that you have already applied for a TIN or that you intend to apply for one soon.

Caution: A disregarded U.S. entity that has a foreign owner must use the appropriate Form W-8.

Part II. Certification

To establish to the withholding agent that you are a U.S. person, or resident alien, sign Form W-9. You may be requested to sign by the withholding agent even if items 1, 4, or 5 below indicate otherwise.

For a joint account, only the person whose TIN is shown in Part I should sign (when required). In the case of a disregarded entity, the person identified on line 1 must sign. Exempt payees, see *Exempt payee code* earlier.

Signature requirements. Complete the certification as indicated in items 1 through 5 below.

1. **Interest, dividend, and barter exchange accounts opened before 1984 and broker accounts considered active during 1983.** You must give your correct TIN, but you do not have to sign the certification.
2. **Interest, dividend, broker, and barter exchange accounts opened after 1983 and broker accounts considered inactive during 1983.** You must sign the certification or backup withholding will apply. If you are subject to backup withholding and you are merely providing your correct TIN to the requester, you must cross out item 2 in the certification before signing the form.
3. **Real estate transactions.** You must sign the certification. You may cross out item 2 of the certification.
4. **Other payments.** You must give your correct TIN, but you do not have to sign the certification unless you have been notified that you have previously given an incorrect TIN. "Other payments" include payments made in the course of the requester's trade or business for rents, royalties, goods (other than bills for merchandise), medical and health care services (including payments to corporations), payments to a nonemployee for services, payments made in settlement of payment card and third party network transactions, payments to certain fishing boat crew members and fishermen, and gross proceeds paid to attorneys (including payments to corporations).
5. **Mortgage interest paid by you, acquisition or abandonment of secured property, cancellation of debt, qualified tuition program payments (under section 529), IRA, Coverdell ESA, Archer MSA or HSA contributions or distributions, and pension distributions.** You must give your correct TIN, but you do not have to sign the certification.

What Name and Number To Give the Requester

For this type of account:	Give name and SSN of:
1. Individual	The individual
2. Two or more individuals (joint account)	The actual owner of the account or, if combined funds, the first individual on the account ¹
3. Custodian account of a minor (Uniform Gift to Minors Act)	The minor ²
4. a. The usual revocable savings trust (grantor is also trustee) b. So-called trust account that is not a legal or valid trust under state law	The grantor-trustee ¹ The actual owner ¹
5. Sole proprietorship or disregarded entity owned by an individual	The owner ³
6. Grantor trust filing under Optional Form 1099 Filing Method 1 (see Regulations section 1.671-4(b)(2)(i)(A))	The grantor [*]
For this type of account:	Give name and EIN of:
7. Disregarded entity not owned by an individual	The owner
8. A valid trust, estate, or pension trust	Legal entity ⁴
9. Corporation or LLC electing corporate status on Form 8832 or Form 2553	The corporation
10. Association, club, religious, charitable, educational, or other tax-exempt organization	The organization
11. Partnership or multi-member LLC	The partnership
12. A broker or registered nominee	The broker or nominee
13. Account with the Department of Agriculture in the name of a public entity (such as a state or local government, school district, or prison) that receives agricultural program payments	The public entity
14. Grantor trust filing under the Form 1041 Filing Method or the Optional Form 1099 Filing Method 2 (see Regulations section 1.671-4(b)(2)(i)(B))	The trust

¹ List first and circle the name of the person whose number you furnish. If only one person on a joint account has an SSN, that person's number must be furnished.

² Circle the minor's name and furnish the minor's SSN.

³ You must show your individual name and you may also enter your business or DBA name on the "Business name/disregarded entity" name line. You may use either your SSN or EIN (if you have one), but the IRS encourages you to use your SSN.

⁴ List first and circle the name of the trust, estate, or pension trust. (Do not furnish the TIN of the personal representative or trustee unless the legal entity itself is not designated in the account title.) Also see *Special rules for partnerships* on page 2.

*Note. Grantor also must provide a Form W-9 to trustee of trust.

Note. If no name is circled when more than one name is listed, the number will be considered to be that of the first name listed.

Secure Your Tax Records from Identity Theft

Identity theft occurs when someone uses your personal information such as your name, SSN, or other identifying information, without your permission, to commit fraud or other crimes. An identity thief may use your SSN to get a job or may file a tax return using your SSN to receive a refund.

To reduce your risk:

- Protect your SSN,
- Ensure your employer is protecting your SSN, and
- Be careful when choosing a tax preparer.

If your tax records are affected by identity theft and you receive a notice from the IRS, respond right away to the name and phone number printed on the IRS notice or letter.

If your tax records are not currently affected by identity theft but you think you are at risk due to a lost or stolen purse or wallet, questionable credit card activity or credit report, contact the IRS Identity Theft Hotline at 1-800-908-4490 or submit Form 14039.

For more information, see Publication 4535, *Identity Theft Prevention and Victim Assistance*.

Victims of identity theft who are experiencing economic harm or a system problem, or are seeking help in resolving tax problems that have not been resolved through normal channels, may be eligible for Taxpayer Advocate Service (TAS) assistance. You can reach TAS by calling the TAS toll-free case intake line at 1-877-777-4778 or TTY/TDD 1-800-829-4059.

Protect yourself from suspicious emails or phishing schemes. Phishing is the creation and use of email and websites designed to mimic legitimate business emails and websites. The most common act is sending an email to a user falsely claiming to be an established legitimate enterprise in an attempt to scam the user into surrendering private information that will be used for identity theft.

The IRS does not initiate contacts with taxpayers via emails. Also, the IRS does not request personal detailed information through email or ask taxpayers for the PIN numbers, passwords, or similar secret access information for their credit card, bank, or other financial accounts.

If you receive an unsolicited email claiming to be from the IRS, forward this message to phishing@irs.gov. You may also report misuse of the IRS name, logo, or other IRS property to the Treasury Inspector General for Tax Administration (TIGTA) at 1-800-366-4484. You can forward suspicious emails to the Federal Trade Commission at: spam@uce.gov or contact them at www.ftc.gov/idtheft or 1-877-IDTHEFT (1-877-438-4338).

Visit IRS.gov to learn more about identity theft and how to reduce your risk.

Privacy Act Notice

Section 6109 of the Internal Revenue Code requires you to provide your correct TIN to persons (including federal agencies) who are required to file information returns with the IRS to report interest, dividends, or certain other income paid to you; mortgage interest you paid; the acquisition or abandonment of secured property; the cancellation of debt; or contributions you made to an IRA, Archer MSA, or HSA. The person collecting this form uses the information on the form to file information returns with the IRS, reporting the above information. Routine uses of this information include giving it to the Department of Justice for civil and criminal litigation and to cities, states, the District of Columbia, and U.S. commonwealths and possessions for use in administering their laws. The information also may be disclosed to other countries under a treaty, to federal and state agencies to enforce civil and criminal laws, or to federal law enforcement and intelligence agencies to combat terrorism. You must provide your TIN whether or not you are required to file a tax return. Under section 3406, payers must generally withhold a percentage of taxable interest, dividend, and certain other payments to a payee who does not give a TIN to the payer. Certain penalties may also apply for providing false or fraudulent information.

GENERAL INSTRUCTIONS TO THE OPTION OF HOLDER TO ELECT REPURCHASE NOTICE

1. ***Please do not send Convertible Note certificates directly to the Company.***

If you hold your Convertible Notes in certificated form, your Convertible Note certificates, together with your signed and completed Option of Holder to Elect Repurchase Notice, should be mailed, or otherwise delivered, to the Paying Agent, at the appropriate address indicated on the fourth page hereof.

2. ***Signature, Assignments and Medallion Stamp Requirements.***

If this Option of Holder to Elect Repurchase Notice is signed by the registered Holder(s) of the Convertible Notes transmitted herewith, the signature(s) must correspond exactly with the name(s) of such registered Holder(s). If this Option of Holder to Elect Repurchase Notice is signed by trustees, executors, administrators, guardians, attorneys-in-fact, officers of companies or other persons acting in a fiduciary or representative capacity, such persons should so indicate when signing, and proper evidence satisfactory to the Company of their authority so to act must be submitted, and the signature(s) must be properly guaranteed by a commercial bank, broker, dealer, municipal securities dealer, municipal securities broker, government securities dealer, government securities broker, credit union, national securities exchange, registered securities association, clearing agency or savings association, and in each case such guarantor must be a member of or a participant in the Securities Transfer Agents Medallion Program or in such other guarantee program acceptable to the Trustee.

If Convertible Notes or assignment(s) are signed by trustees, executors, administrators, guardians, attorneys-in-fact, officers of companies or other persons acting in a fiduciary or representative capacity, such persons should so indicate when signing, and proper evidence satisfactory to the Company of their authority to so act must be submitted, and the signature(s) must be properly guaranteed by a commercial bank, broker, dealer, municipal securities dealer, municipal securities broker, government securities dealer, government securities broker, credit union, national securities exchange, registered securities association, clearing agency or savings association, and in each case such guarantor must be a member of or a participant in the Securities Transfer Agents Medallion Program or in such other guarantee program acceptable to the Trustee.

3. ***Certificate or Check to be Issued in a Different Name.***

If a check is to be issued in a name other than that of the registered Holder(s) of the Convertible Notes, the related Convertible Note certificates must be properly endorsed or be accompanied by appropriate bond powers (which may consist of this Change in Control Notice), properly executed by the registered Holder(s), so that such endorsement or bond powers are signed exactly as the name(s) of the registered Holder(s) appear on the Convertible Note certificates, and the signature(s) must be properly guaranteed by a commercial bank, broker, dealer, municipal securities dealer, municipal securities broker, government securities dealer, government securities broker, credit union, national securities exchange, registered securities association, clearing agency or savings association, and in each case such guarantor must be a member of or a participant in the Securities Transfer Agents Medallion Program or in such other guarantee program acceptable to the Trustee.

If the Option of Holder to Elect Repurchase Notice is signed by someone other than the registered owner, who is not a person described in the preceding paragraph, the Convertible Note certificates must be properly endorsed or be accompanied by appropriate bond powers (which may consist of this Option of Holder to Elect Repurchase Notice), properly executed by the registered Holder(s), so that such endorsement or bond powers are signed exactly as the name(s) of the registered Holder(s) appear on the Convertible Notes, and the signature(s) must be properly guaranteed by a commercial bank, broker, dealer, municipal securities dealer, municipal securities broker, government securities dealer, government securities broker, credit union, national securities exchange, registered securities association, clearing agency or savings association, and in each case such guarantor must be a member of or a participant in the Securities Transfer Agents Medallion Program or in such other guarantee program acceptable to the Trustee.

4. ***Joint Holders and Debenture Certificates Registered in Different Names.***

If Convertible Notes in certificated form are tendered by joint Holders, all such persons must sign the Option of Holder to Elect Repurchase Notice.

5. ***Lost or Destroyed Certificates for Securities.***

If your Convertible Note certificates have been either lost or destroyed, notify the Trustee of this fact promptly by telephoning the Trustee at The Bank of New York Mellon Trust Company, N.A., Corporate Trust Administration at 800-254-2826. You will then be instructed as to the steps you must take in order to have your Convertible Notes purchased. This Option of Holder to Elect Repurchase Notice and related documents cannot be processed until the lost certificates procedures have been completed.

6. ***Questions on How to Submit Your Convertible Security Certificates.***

Questions and requests for assistance on how to submit your Convertible Notes in certificated form, as well as requests for additional copies of this Option of Holder to Elect Repurchase Notice should be directed to the Trustee at one of the addresses set forth on the fourth page hereof or by telephoning The Bank of New York Mellon Trust Company, N.A., Corporate Trust Administration at 800-254-2826.

7. ***Backup and Nonresident Withholding.***

In order to avoid backup withholding of federal income tax on the cash received upon the surrender of Convertible Notes for purchase, a Holder that is a United States person must, unless an exemption applies, provide the Paying Agent with his or her correct taxpayer identification number ("TIN") on the Form W-9 included herein and certify, under penalties of perjury, that such number is correct and that he or she is not subject to backup withholding. If the correct TIN is not provided, the Internal Revenue Service may impose a \$50 penalty and payments made with respect to the surrendered Convertible Notes may be subject to backup withholding of 28%.

Backup withholding is not an additional federal income tax. Rather, the federal income tax liability of persons subject to backup withholding will be reduced by the amount of tax withheld. If backup withholding results in an overpayment of taxes, a refund may be obtained, provided the required information is thereby furnished to the Internal Revenue Service.

The TIN to be provided on the Form W-9 is that of the registered holder(s) of the Convertible Notes. The TIN for an individual is his or her social security number. The person surrendering the Convertible Notes may indicate that such person has not been issued a TIN and has applied for a TIN or intends to apply for a TIN in the near future by writing "Applied For" in Part I of the Form W-9. Notwithstanding the indication of awaiting TIN status in Part I, the Paying Agent will withhold 28% on any payment with respect to the Convertible Notes made prior to the time it is provided with a properly certified TIN.

Exempt persons (including, among others, generally all corporations and certain foreign persons) are not subject to backup withholding (although foreign persons may be subject to nonresident withholding unless certain requirements are met).

A holder that is a foreign person may qualify as an exempt person for backup withholding purposes and may also demonstrate an exemption from certain nonresident withholding rules by submitting an applicable Form W-8, which can be obtained from the IRS website at <http://www.irs.gov>. A Holder of Convertible Notes should consult his or her tax advisor as to his or her qualification for an exemption from backup and nonresident withholding and the procedure for obtaining such exemptions.

EXHIBIT B

WITHDRAWAL NOTICE

If you wish to exercise your option to withdraw an Option of Holder to Elect Repurchase Notice previously given with respect to all or any portion of your 2.50% Convertible Notes due 2018 (CUSIP Nos. 94770V AE2 and 94770V AF9) (the “Convertible Notes”) and you hold beneficial interests in the Convertible Notes held in global form pursuant to the book-entry transfer system of The Depository Trust Company (“DTC”), you should complete the appropriate instruction form pursuant to DTC’s book-entry system, deliver by book-entry delivery an interest in such Convertible Notes in global form and an agent’s message and follow such other directions as instructed by DTC.

If you wish to withdraw an Option of Holder to Elect Repurchase Notice with respect to your Convertible Notes in certificated form, the Withdrawal Notice **MUST BE RECEIVED** by The Bank of New York Mellon Trust Company, N.A. (the “Paying Agent”), at one of the addresses set forth below prior to 5:00 p.m., New York City time, on October 25, 2017.

By First Class/Registered/ Certified Mail:	By Express/Overnight Delivery:	In Hand or In Person:
The Bank of New York Mellon Trust Company, N.A., as trustee c/o The Bank of New York Mellon 111 Sanders Creek East Syracuse, New York 13057 Attn: Corporate Trust Operations	The Bank of New York Mellon Trust Company, N.A., as trustee c/o The Bank of New York Mellon 111 Sanders Creek East Syracuse, New York 13057 Attn: Corporate Trust Operations	The Bank of New York Mellon Trust Company, N.A., as trustee c/o The Bank of New York Mellon 111 Sanders Creek East Syracuse, New York 13057 Attn: Corporate Trust Operations

For further information call: 800-254-2826.

Delivery of this Withdrawal Notice and all other required documents to an address other than as set forth above does not constitute valid delivery to the Paying Agent. Delivery of documents to DTC or the Company does not constitute delivery to the Paying Agent. The method of delivery of all documents is at the risk of the Holder. If delivery is by mail, registered mail with return receipt requested, properly insured, is recommended. You must sign this Withdrawal Notice in the appropriate space provided therefor, with signature guarantee if required.

Please note that if you are withdrawing an Option of Holder to Elect Repurchase Notice with respect to Convertible Notes held in global form pursuant to the book-entry transfer system of DTC, you do not need to complete and return this Withdrawal Notice. See “Notice of Withdrawal in the Option of Holder to Elect Repurchase Notice” for a description of withdrawal procedures for beneficial interests in Convertible Notes owned through DTC’s book-entry system.

**ITEM A.
DESCRIPTION OF CONVERTIBLE NOTES BEING WITHDRAWN**

Name and Address of Registered Holder	Certificates Withdrawn (Please fill in numbers and amounts and attach sheet if the space below is inadequate.)			
	Certificate Number(s)	Principal Amount	Principal Amount being Withdrawn (if less than all) (must be in integral multiples of \$1,000.00)	Principal Amount remaining subject to repurchase by the Company (if any) (must be in integral multiples of \$1,000.00)
			Total Principal Amount \$ _____	Total Principal Amount \$ _____

**ITEM B.
REQUIRED SIGNATURES**

The signature(s) on this Withdrawal Notice must correspond exactly with the name(s) of the: (1) registered owner(s) of the Convertible Note certificate(s) being withdrawn, or (2) person(s) to whom each such certificate has been properly assigned and transferred, in which case evidence of transfer must accompany this Withdrawal Notice.

Dated: _____

Signature: _____

Signature: _____

Telephone: (____) _____

Social Security Number or
Employer I.D. Number: _____



**PLEASE
SIGN
HERE**

CONFIRMATION OF EXERCISE OF WITHDRAWAL OPTION

The signature(s) of the Holder(s) above is confirmation that the Holder(s) is/are electing that such Convertible Notes described in Item A, above, shall be withdrawn from Holder's previously delivered Option of Holder to Elect Repurchase Notice and shall not be repurchased on the Change in Control Repurchase Date, as provided for in the Convertible Notes and in the Indenture.

GENERAL INSTRUCTIONS TO THE WITHDRAWAL NOTICE

1. *Signature, Assignments and Medallion Stamp Requirements.*

If this Withdrawal Notice is signed by the registered Holder(s) of the Convertible Notes transmitted herewith, the signature(s) must correspond exactly with the name(s) of such registered Holder(s). If this Withdrawal Notice is signed by trustees, executors, administrators, guardians, attorneys-in-fact, officers of companies or other persons acting in a fiduciary or representative capacity, such persons should so indicate when signing, and proper evidence satisfactory to the Company of their authority so to act must be submitted, and the signature(s) must be properly guaranteed by a commercial bank, broker, dealer, municipal securities dealer, municipal securities broker, government securities dealer, government securities broker, credit union, national securities exchange, registered securities association, clearing agency or savings association, and in each case such guarantor must be a member of or a participant in the Securities Transfer Agents Medallion Program or in such other guarantee program acceptable to the Trustee.

If Convertible Notes or assignment(s) are signed by trustees, executors, administrators, guardians, attorneys-in-fact, officers of companies or other persons acting in a fiduciary or representative capacity, such persons should so indicate when signing, and proper evidence satisfactory to the Company of their authority to so act must be submitted, and the signature(s) must be properly guaranteed by a commercial bank, broker, dealer, municipal securities dealer, municipal securities broker, government securities dealer, government securities broker, credit union, national securities exchange, registered securities association, clearing agency or savings association, and in each case such guarantor must be a member of or a participant in the Securities Transfer Agents Medallion Program or in such other guarantee program acceptable to the Trustee.

2. *Joint Holders and Debenture Certificates Registered in Different Names.*

If Convertible Notes in certificated form are withdrawn by joint Holders, all such persons must sign the Withdrawal Notice in Item B.

EXHIBIT C

CONVERSION NOTICE

To convert this Security into Common Stock, check the box:

To convert only part of this Security, state the principal amount to be converted (must be in multiples of \$1,000):

\$ _____

If you want the stock certificate, if any, made out in another person's name, fill in the form below:

(Insert other person's soc. sec. or tax I.D. no.)

(Print or type other person's name, address and zip code)

Date: _____

Signature(s): _____

(Sign exactly as your name(s) appear(s) on the other side of this Security)

September 15, 2017

The Bank of New York Mellon Trust Company, N.A.
500 Ross Street, 12th Fl.
Pittsburgh, Pennsylvania 15262
Attention: Corporate Trust Administration

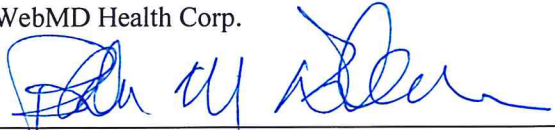
Ladies and Gentlemen:

Reference is made to the Indenture dated as of November 26, 2013 between WebMD Health Corp. (the “*Company*”) and The Bank of New York Mellon Trust Company, N.A., as trustee (as supplemented by the First Supplemental Indenture, dated September 15, 2017, the “*Indenture*”) with respect to the 1.50% Convertible Notes due 2020 (the “*Convertible Notes*”) issued by the Company. Capitalized terms used but not defined herein shall have the meanings set forth in the Indenture.

This notice is delivered to you pursuant to Sections 3.01 and 10.13 of the Indenture. Please forward the notice attached hereto at our expense to each holder of the Convertible Notes at its address appearing in the register provided for in Section 2.03 of the Indenture.

Sincerely,

WebMD Health Corp.



Name: Blake DeSimone

Title: Executive Vice President and Chief Financial Officer

**NOTICE OF FUNDAMENTAL CHANGE
AND
EXECUTION
OF
SUPPLEMENTAL INDENTURE
OF
WEBMD HEALTH CORP.
1.50% CONVERTIBLE NOTES DUE 2020
CUSIP Nos. 94770V AJ1 and 94770V AK8¹**

This Notice of Fundamental Change and Execution of Supplemental Indenture is given by WebMD Health Corp. (the “**Company**”) pursuant to the provisions of Sections 3.01 and 10.13 of the Indenture, dated as of November 26, 2013, between the Company and The Bank of New York Mellon Trust Company, N.A., as indenture trustee (the “**Trustee**”) (as may be supplemented from time to time, the “**Indenture**”), relating to the Company’s 1.50% Convertible Notes due 2020 (the “**Convertible Notes**”). The Trustee also serves as Paying Agent under the Indenture. Capitalized terms used in this notice, unless otherwise defined herein, have the meanings given to such terms in the Indenture.

A Fundamental Change occurred on September 15, 2017, as a result of the consummation of the merger on such date of the Company with and into Diagnosis Merger Sub, Inc., with the Company continuing as the surviving entity (the “**Merger**”) as contemplated by the Agreement and Plan of Merger, dated as of July 24, 2017 (the “**Merger Agreement**”), among the Company, MH Sub I, LLC and Diagnosis Merger Sub, Inc. Accordingly, pursuant to Section 3.01(a) of the Indenture, on or before October 27, 2017 (the “**Fundamental Change Repurchase Date**”), the holder of each Convertible Note outstanding on such date (each, a “**Holder**”) shall, subject to certain conditions, have the right by giving notice as stated herein to require the Company to purchase all or any portion of such Holder’s Convertible Notes in a principal amount equal to \$1,000 or any positive integral multiple of \$1,000 at a price equal to 100% of the principal amount outstanding of such Convertible Notes, and together with interest accrued and unpaid, thereon to, but excluding, such Fundamental Change Repurchase Date, which equals \$1,006.21 for each \$1,000 in principal amount of the Convertible Notes (the “**Repurchase Price**”). The Repurchase Price will be paid in cash.

Payment of the Repurchase Price will be made in cash by the Paying Agent on the Fundamental Change Repurchase Date upon presentation and surrender of Convertible Notes at the address set forth below under “Manner of Purchase,” and only if the Convertible Notes so surrendered conform in all respects to the description thereof in this Fundamental Change Notice, as determined by the Company in its sole discretion. On the Fundamental Change Repurchase Date, the Repurchase Price will become due and payable on the portion of the Convertible Notes submitted to the Company for purchase, interest will cease to accrue on the portion of the principal amount of the Convertible Notes being purchased, and the Holders thereof will be entitled to no rights as a Holder with respect to the portion of the principal amount of the Convertible Notes being purchased except the right to receive payment of the Repurchase Price, unless the Company defaults in making payment of the Repurchase Price. If a Holder does not exercise its right to require the Company to purchase all Convertible Notes owned by such Holder, then after the Fundamental Change Repurchase Date and upon surrender of the Convertible Notes as to which such right has been exercised, a new Convertible Note or Convertible Notes in principal amount at issuance equal to the portion of the Convertible Notes not submitted to the Company for purchase shall be issued upon cancellation of the original Convertible Note.

Holders who deliver their Convertible Notes and an Option of Holder to Elect Repurchase Notice to the Paying Agent and do not properly and validly withdraw such notice prior to the Withdrawal Date identified below will not be permitted to convert such Convertible Notes and will not receive the Additional

¹ The CUSIP numbers are included solely for the convenience of the holders of Convertible Notes. Neither the Company nor the Trustee shall be responsible for the selection or use of the CUSIP numbers, nor is any representation made as to its correctness with respect to the Convertible Notes or as indicated in this Notice.

Shares, to which they may otherwise be entitled, as contemplated in Section 10.05 of the Indenture. See “Conversion Rights” below.

Holders of Convertible Notes should consider the following important dates in connection with this Notice:

Date	Calendar Date	Event
Expiration Date	October 15, 2017	The last day for Holders to elect to require the repurchase of Convertible Notes and deliver Convertible Notes pursuant to this Notice.
Withdrawal Date	October 25, 2017	The last day for Holders to validly withdraw elections to require the repurchase of Convertible Notes.
Fundamental Change Repurchase Date	October 27, 2017	The Company accepts all elections to require the purchase of Convertible Notes validly delivered prior to the Expiration Date and not validly withdrawn. The Company notifies the Paying Agent that such elections and delivered Convertible Notes are accepted for repurchase and payment. The Company deposits with the Paying Agent the amount of cash necessary to pay each electing and delivering Holder the Repurchase Price. The Paying Agent pays each electing Holder who has delivered the Convertible Notes prior to this date the Repurchase Price in cash for all of the Convertibles Notes properly and validly delivered by such Holder.

Neither the Company nor the Trustee and Paying Agent make any recommendation as to whether Holders should elect to require the Company to repurchase their Convertible Notes.

MANNER OF PURCHASE

If you are the owner of a beneficial interest in the Convertible Notes through The Depository Trust Company (“**DTC**”) and you elect to submit your Convertible Notes for purchase, you must, on or prior to 5:00 p.m. New York City time on October 15, 2017:

- (i) complete the appropriate instruction form pursuant to DTC’s book-entry program,
- (ii) deliver through the DTC’s book-entry system your beneficial interest, together with an agent’s message transmitted by DTC to the Paying Agent (instead of delivering the Option of Holder to Elect Repurchase Notice described below), and
- (iii) follow any other required directions as instructed by DTC. The term “agent’s message” means a message, transmitted by DTC to, and received by, the Paying Agent and forming a part of a book-entry confirmation, which states that DTC has received an express acknowledgment from the participant submitting the Convertible Notes for repurchase, which acknowledgment states that such participant has received and agreed to be bound by the terms and conditions of the Fundamental Change Repurchase Right Notice.

Each beneficial owner of a beneficial interest in the Convertible Notes that has properly and validly delivered such beneficial interest and agent’s message for purchase through DTC, and not properly withdrawn such delivery prior to 5:00 p.m. New York City time on October 25, 2017, will receive the Repurchase Price through the

facilities of DTC promptly following the later of (i) Fundamental Change Repurchase Date and (ii) the time of the book-entry transfer or delivery of the Convertible Notes. Delivery by any owner of a beneficial interest in the Convertible Notes, together with an agent's message through the facilities of DTC prior to 5:00 p.m. New York City time on October 15, 2017, is a condition to receipt of the Repurchase Price by such Holder.

In order for any Holder of Convertible Notes in certificated form to exercise its right to require the Company to purchase a Convertible Note at the Repurchase Price, such Holder must, on or prior to 5:00 p.m. New York City time on October 15, 2017, deliver to the Trustee, or to the Paying Agent:

- (i) written notice in the form of the Option of Holder to Elect Repurchase Notice (the "**Option of Holder to Elect Repurchase Notice**") as set forth on the back of the Convertible Notes, or in the form set forth as **Exhibit A** hereto, in each case, duly completed and signed, with appropriate signature guarantee; and
- (ii) the Convertible Notes with respect to which the Fundamental Change Repurchase Right is being exercised, duly endorsed for transfer to the Company, and the Holder of such Convertible Notes shall be entitled to receive from the Paying Agent a nontransferable receipt of deposit evidencing such deposit.

An Option of Holder to Elect Repurchase Notice for certificated Convertible Notes may be delivered by letter, overnight courier, hand delivery, facsimile transmission or other written form.

NOTICE OF WITHDRAWAL

Any Holder of Convertible Notes who has given an Option of Holder to Elect Repurchase Notice may withdraw such Option of Holder to Elect Repurchase Notice, in whole or in part, by delivery of a written notice of withdrawal in the form attached hereto as **Exhibit B** (the "**Withdrawal Notice**") to the Corporate Trust Office of the Paying Agent at any time on or prior to 5:00 p.m. New York City time on October 25, 2017, the second business day prior to the Fundamental Change Repurchase Date. A Withdrawal Notice must specify:

- (1) the certificate or CUSIP number, as applicable, of the Convertible Notes in respect of which such Withdrawal Notice is being submitted;
- (2) the aggregate principal amount of the Convertible Notes with respect to which such Withdrawal Notice is being submitted; and
- (3) the aggregate principal amount, if any, of such Convertible Notes that remain subject to the original Option of Holder to Elect Repurchase Notice and which has been or will be delivered for purchase by the Company.

A Withdrawal Notice for certificated Convertible Notes may be delivered by letter, overnight courier, hand delivery, facsimile transmission or other written form.

The Paying Agent will promptly notify the Company of the receipt by it of any Option of Holder to Elect Repurchase Notice or Withdrawal Notice.

CONVERSION RIGHTS

Holders that do not elect to require the Company to purchase their Convertible Notes will maintain the right to convert their Convertible Notes into cash until 5:00 p.m. New York City time on November 30, 2020, which is the business day immediately preceding the Maturity Date, upon the terms and subject to the conditions of the Indenture. Pursuant to the First Supplemental Indenture, dated as of September 15, 2017, entered into between the Company and the Trustee in connection with the Merger (the "**First Supplemental Indenture**"), each Holder of a Convertible Note has the right, upon conversion of such Convertible Note, to receive an amount of cash equal to (i) \$1,396.13 per \$1,000 principal amount of Convertible Notes based on a Conversion Rate of 20.9944 in the case of a

Holder that elects to convert its Convertible Notes, in accordance with the Indenture, during the period commencing 20 days prior to the anticipated effective date of the Make-Whole Fundamental Change and ending October 5, 2017, the 20th day after the date that the Merger became effective (such period, the “**Make-Whole Fundamental Change Period**”), provided that, for Holders that converted their Convertible Notes during Make-Whole Fundamental Change Period but prior to September 15, 2017 and have received shares of Common Stock but have not received the Additional Shares, the right to receive the Additional Shares shall change to a right to receive \$128.01 per \$1,000 principal amount of the Convertible Notes on or after September 15, 2017, and (ii) \$1,268.12 per \$1,000 principal amount of Convertible Notes based on a Conversion Rate of 19.0695 in the case of a Holder that elects to convert its Convertible Notes, in accordance with the Indenture, other than during the Make-Whole Fundamental Change Period.

Except as set forth above, the Conversion Rate will not be subject to further adjustment.

Holders who fail to validly convert their Convertible Notes during the Make-Whole Conversion Period will not be entitled to receive any Additional Shares in accordance with Section 10.05 of the Indenture.

A Holder may convert its Convertible Notes at any time prior to the 5:00 p.m. New York City time on November 30, 2020, upon the terms and subject to the conditions of the Indenture. In order to receive the Additional Shares, however, a Holder must convert its Convertible Notes during the Make-Whole Fundamental Change Period.

The Company will settle in cash its entire conversion obligation in respect of the principal amount of Convertible Notes that are so converted on the third business day after the applicable Conversion Date. Therefore, holders that validly convert their Convertible Notes during the three business days immediately preceding to the Fundamental Change Repurchase Date may not receive the cash payment with respect to their Convertible Notes until after the Fundamental Change Repurchase Date.

At the time of this notice the Convertible Notes are eligible for conversion.

In order to convert its Convertible Notes during the Make-Whole Fundamental Change Period, prior to 5:00 p.m. New York City time on October 5, 2017, such holder must:

- (i) in the case of a Global Note, comply with the procedures of DTC in effect at that time and, if required, all transfer or similar taxes, if any, and
- (ii) in the case of a Convertible Note issued in certificated form:
 - (a) complete and sign and deliver the Conversion Notice (a “**Conversion Notice**”), with appropriate signature guarantee, in the form on the reverse of such certificated Convertible Note (or a facsimile thereof) (**Exhibit C** hereto)
 - (b) surrender such Convertible Note, duly endorsed to the Company or in blank (and accompanied by appropriate endorsement and transfer documents), at the office of the Conversion Agent,
 - (c) furnish appropriate endorsements and transfer documents if required by the Registrar or Conversion Agent,
 - (d) if required by Article X of the Indenture, pay the amount of interest the Holder may be paid and
 - (e) pay any transfer or similar tax if required.

The Trustee shall notify the Company of any conversion on the date of such conversion.

Any Convertible Notes as to which an Option of Holder to Elect Repurchase Notice has been given may be converted pursuant to the immediately foregoing paragraph only if the applicable Option of Holder to Elect Repurchase Notice has been properly and validly withdrawn in accordance with the terms of the Indenture, which are described above.

PAYING AGENT

The name and address of the Paying Agent are as follows:

By Regular Mail:
The Bank of New York Mellon Trust
Company, N.A.
500 Ross Street, 12th Fl.
Pittsburgh, Pennsylvania 15262
Attention: Corporate Trust
Administration

**By Certified, Registered Mail or
Overnight Courier:**
The Bank of New York Mellon Trust Company, N.A.
500 Ross Street, 12th Fl.
Pittsburgh, Pennsylvania 15262
Attention: Corporate Trust Administration

For further information call: 800-254-2826.

CONVERSION AGENT

The name and address of the Conversion Agent are as follows:

**By First Class/Registered/
Certified Mail:**
The Bank of New York Mellon
Trust Company, N.A., as trustee
c/o The Bank of New York Mellon
111 Sanders Creek
East Syracuse, New York 13057
Attn: Corporate Trust Operations

By Express/Overnight Delivery:
The Bank of New York Mellon Trust
Company, N.A., as trustee
c/o The Bank of New York Mellon
111 Sanders Creek
East Syracuse, New York 13057
Attn: Corporate Trust Operations

In Hand or In Person:
The Bank of New York Mellon
Trust Company, N.A., as trustee
c/o The Bank of New York Mellon
111 Sanders Creek
East Syracuse, New York 13057
Attn: Corporate Trust Operations

Delivery of this Option of Holder to Elect Repurchase Notice and all other required documents to an address other than as set forth above does not constitute valid delivery. Delivery of documents to DTC or the Company does not constitute delivery to the Paying Agent or the Conversion Agent. The method of delivery of all documents, including certificates representing the Convertible Notes, is at the risk of the holder. If delivery is by mail, registered mail with return receipt requested, properly insured, is recommended. You must sign this Option of Holder to Elect Repurchase Notice in the appropriate space provided therefore, with signature guarantee if required, and complete the substitute Form W-9 included herein.

BACKUP WITHHOLDING

U.S. federal tax law requires that the Paying Agent withhold 28% of your payment under backup withholding rules unless: (a) you qualify for an exemption or (b) you provide the Paying Agent with your correct taxpayer identification number (“**TIN**”) (generally your Social Security Number or Federal Employer Identification Number) and make certain other required certifications. A U.S. Holder may provide the required information and certifications by submitting the Form W-9 included herein. Certain Holders, including generally all corporations and certain foreign persons, are not subject to backup withholding. A Holder that is a foreign person may qualify as an exempt person for backup withholding purposes and may also demonstrate an exemption from certain nonresident withholding rules by submitting an applicable form W-8, which may be obtained from the IRS website at www.irs.gov.

EXECUTION OF SUPPLEMENTAL INDENTURE

In connection with the Merger and pursuant to Section 10.13 of the Indenture, the Company and the Trustee entered into the First Supplemental Indenture, dated as of September 15, 2017, providing that the Convertible Notes held by each Holder are convertible into the amount of cash which such Holder would have been entitled to receive upon consummation of the Merger had such Convertible Notes been converted into Common Stock immediately prior to the effective time of the Merger, subject to adjustments set forth in the First Supplemental Indenture.

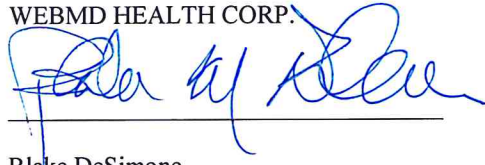
GENERAL

A copy of this Notice of Fundamental Change and Execution of Supplemental Indenture has been sent to all holders of record of the Convertible Notes as of September 15, 2017.

September 15, 2017

WEBMD HEALTH CORP.

By:



Name: Blake DeSimone

Title: Executive Vice President and Chief Financial Officer

EXHIBIT A

OPTION OF HOLDER TO ELECT REPURCHASE NOTICE

Certificate No. of Security: _____

If you elect to have this Security purchased by the Company pursuant to Section 3.01 of the Indenture, check the box:

If you elect to have only part of this Security purchased by the Company pursuant to Section 3.01 of the Indenture state the principal amount:

\$ _____
(in an integral multiple of \$1,000)

Dated: _____

Signature(s): _____

(Sign exactly as your name(s) appear(s) on the other side of this Security)

Signature(s) guaranteed by: _____

(All signatures must be guaranteed by a guarantor institution participating in the Securities Transfer Agents Medallion Program or in such other guarantee program acceptable to the Trustee.)

Request for Taxpayer Identification Number and Certification

**Give Form to the
 requester. Do not
 send to the IRS.**

Print or type See Specific Instructions on page 2.	1 Name (as shown on your income tax return). Name is required on this line; do not leave this line blank.	
	2 Business name/disregarded entity name, if different from above	
	3 Check appropriate box for federal tax classification; check only one of the following seven boxes: <input type="checkbox"/> Individual/sole proprietor or single-member LLC <input type="checkbox"/> C Corporation <input type="checkbox"/> S Corporation <input type="checkbox"/> Partnership <input type="checkbox"/> Trust/estate <input type="checkbox"/> Limited liability company. Enter the tax classification (C=C corporation, S=S corporation, P=partnership) ▶ _____ Note. For a single-member LLC that is disregarded, do not check LLC; check the appropriate box in the line above for the tax classification of the single-member owner. <input type="checkbox"/> Other (see instructions) ▶ _____	4 Exemptions (codes apply only to certain entities, not individuals; see instructions on page 3): Exempt payee code (if any) _____ Exemption from FATCA reporting code (if any) _____ <i>(Applies to accounts maintained outside the U.S.)</i>
	5 Address (number, street, and apt. or suite no.)	Requester's name and address (optional)
	6 City, state, and ZIP code	
	7 List account number(s) here (optional)	

Part I Taxpayer Identification Number (TIN)

Enter your TIN in the appropriate box. The TIN provided must match the name given on line 1 to avoid backup withholding. For individuals, this is generally your social security number (SSN). However, for a resident alien, sole proprietor, or disregarded entity, see the Part I instructions on page 3. For other entities, it is your employer identification number (EIN). If you do not have a number, see *How to get a TIN* on page 3.

Social security number										
-			-							
OR										
Employer identification number										
-										

Note. If the account is in more than one name, see the instructions for line 1 and the chart on page 4 for guidelines on whose number to enter.

Part II Certification

Under penalties of perjury, I certify that:

1. The number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me); and
2. I am not subject to backup withholding because: (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding; and
3. I am a U.S. citizen or other U.S. person (defined below); and
4. The FATCA code(s) entered on this form (if any) indicating that I am exempt from FATCA reporting is correct.

Certification instructions. You must cross out item 2 above if you have been notified by the IRS that you are currently subject to backup withholding because you have failed to report all interest and dividends on your tax return. For real estate transactions, item 2 does not apply. For mortgage interest paid, acquisition or abandonment of secured property, cancellation of debt, contributions to an individual retirement arrangement (IRA), and generally, payments other than interest and dividends, you are not required to sign the certification, but you must provide your correct TIN. See the instructions on page 3.

Sign Here	Signature of U.S. person ▶	Date ▶
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General Instructions

Section references are to the Internal Revenue Code unless otherwise noted.
Future developments. Information about developments affecting Form W-9 (such as legislation enacted after we release it) is at www.irs.gov/fw9.

Purpose of Form

An individual or entity (Form W-9 requester) who is required to file an information return with the IRS must obtain your correct taxpayer identification number (TIN) which may be your social security number (SSN), individual taxpayer identification number (ITIN), adoption taxpayer identification number (ATIN), or employer identification number (EIN), to report on an information return the amount paid to you, or other amount reportable on an information return. Examples of information returns include, but are not limited to, the following:

- Form 1099-INT (interest earned or paid)
- Form 1099-DIV (dividends, including those from stocks or mutual funds)
- Form 1099-MISC (various types of income, prizes, awards, or gross proceeds)
- Form 1099-B (stock or mutual fund sales and certain other transactions by brokers)
- Form 1099-S (proceeds from real estate transactions)
- Form 1099-K (merchant card and third party network transactions)

- Form 1098 (home mortgage interest), 1098-E (student loan interest), 1098-T (tuition)
- Form 1099-C (canceled debt)
- Form 1099-A (acquisition or abandonment of secured property)

Use Form W-9 only if you are a U.S. person (including a resident alien), to provide your correct TIN.

If you do not return Form W-9 to the requester with a TIN, you might be subject to backup withholding. See What is backup withholding? on page 2.

By signing the filled-out form, you:

1. Certify that the TIN you are giving is correct (or you are waiting for a number to be issued),
2. Certify that you are not subject to backup withholding, or
3. Claim exemption from backup withholding if you are a U.S. exempt payee. If applicable, you are also certifying that as a U.S. person, your allocable share of any partnership income from a U.S. trade or business is not subject to the withholding tax on foreign partners' share of effectively connected income, and
4. Certify that FATCA code(s) entered on this form (if any) indicating that you are exempt from the FATCA reporting, is correct. See *What is FATCA reporting?* on page 2 for further information.

Note. If you are a U.S. person and a requester gives you a form other than Form W-9 to request your TIN, you must use the requester's form if it is substantially similar to this Form W-9.

Definition of a U.S. person. For federal tax purposes, you are considered a U.S. person if you are:

- An individual who is a U.S. citizen or U.S. resident alien;
- A partnership, corporation, company, or association created or organized in the United States or under the laws of the United States;
- An estate (other than a foreign estate); or
- A domestic trust (as defined in Regulations section 301.7701-7).

Special rules for partnerships. Partnerships that conduct a trade or business in the United States are generally required to pay a withholding tax under section 1446 on any foreign partners' share of effectively connected taxable income from such business. Further, in certain cases where a Form W-9 has not been received, the rules under section 1446 require a partnership to presume that a partner is a foreign person, and pay the section 1446 withholding tax. Therefore, if you are a U.S. person that is a partner in a partnership conducting a trade or business in the United States, provide Form W-9 to the partnership to establish your U.S. status and avoid section 1446 withholding on your share of partnership income.

In the cases below, the following person must give Form W-9 to the partnership for purposes of establishing its U.S. status and avoiding withholding on its allocable share of net income from the partnership conducting a trade or business in the United States:

- In the case of a disregarded entity with a U.S. owner, the U.S. owner of the disregarded entity and not the entity;
- In the case of a grantor trust with a U.S. grantor or other U.S. owner, generally, the U.S. grantor or other U.S. owner of the grantor trust and not the trust; and
- In the case of a U.S. trust (other than a grantor trust), the U.S. trust (other than a grantor trust) and not the beneficiaries of the trust.

Foreign person. If you are a foreign person or the U.S. branch of a foreign bank that has elected to be treated as a U.S. person, do not use Form W-9. Instead, use the appropriate Form W-8 or Form 8233 (see Publication 515, Withholding of Tax on Nonresident Aliens and Foreign Entities).

Nonresident alien who becomes a resident alien. Generally, only a nonresident alien individual may use the terms of a tax treaty to reduce or eliminate U.S. tax on certain types of income. However, most tax treaties contain a provision known as a "saving clause." Exceptions specified in the saving clause may permit an exemption from tax to continue for certain types of income even after the payee has otherwise become a U.S. resident alien for tax purposes.

If you are a U.S. resident alien who is relying on an exception contained in the saving clause of a tax treaty to claim an exemption from U.S. tax on certain types of income, you must attach a statement to Form W-9 that specifies the following five items:

1. The treaty country. Generally, this must be the same treaty under which you claimed exemption from tax as a nonresident alien.
2. The treaty article addressing the income.
3. The article number (or location) in the tax treaty that contains the saving clause and its exceptions.
4. The type and amount of income that qualifies for the exemption from tax.
5. Sufficient facts to justify the exemption from tax under the terms of the treaty article.

Example. Article 20 of the U.S.-China income tax treaty allows an exemption from tax for scholarship income received by a Chinese student temporarily present in the United States. Under U.S. law, this student will become a resident alien for tax purposes if his or her stay in the United States exceeds 5 calendar years. However, paragraph 2 of the first Protocol to the U.S.-China treaty (dated April 30, 1984) allows the provisions of Article 20 to continue to apply even after the Chinese student becomes a resident alien of the United States. A Chinese student who qualifies for this exception (under paragraph 2 of the first protocol) and is relying on this exception to claim an exemption from tax on his or her scholarship or fellowship income would attach to Form W-9 a statement that includes the information described above to support that exemption.

If you are a nonresident alien or a foreign entity, give the requester the appropriate completed Form W-8 or Form 8233.

Backup Withholding

What is backup withholding? Persons making certain payments to you must under certain conditions withhold and pay to the IRS 28% of such payments. This is called "backup withholding." Payments that may be subject to backup withholding include interest, tax-exempt interest, dividends, broker and barter exchange transactions, rents, royalties, nonemployee pay, payments made in settlement of payment card and third party network transactions, and certain payments from fishing boat operators. Real estate transactions are not subject to backup withholding.

You will not be subject to backup withholding on payments you receive if you give the requester your correct TIN, make the proper certifications, and report all your taxable interest and dividends on your tax return.

Payments you receive will be subject to backup withholding if:

1. You do not furnish your TIN to the requester,
2. You do not certify your TIN when required (see the Part II instructions on page 3 for details),

3. The IRS tells the requester that you furnished an incorrect TIN,

4. The IRS tells you that you are subject to backup withholding because you did not report all your interest and dividends on your tax return (for reportable interest and dividends only), or

5. You do not certify to the requester that you are not subject to backup withholding under 4 above (for reportable interest and dividend accounts opened after 1983 only).

Certain payees and payments are exempt from backup withholding. See *Exempt payee code* on page 3 and the separate Instructions for the Requester of Form W-9 for more information.

Also see *Special rules for partnerships* above.

What is FATCA reporting?

The Foreign Account Tax Compliance Act (FATCA) requires a participating foreign financial institution to report all United States account holders that are specified United States persons. Certain payees are exempt from FATCA reporting. See *Exemption from FATCA reporting code* on page 3 and the Instructions for the Requester of Form W-9 for more information.

Updating Your Information

You must provide updated information to any person to whom you claimed to be an exempt payee if you are no longer an exempt payee and anticipate receiving reportable payments in the future from this person. For example, you may need to provide updated information if you are a C corporation that elects to be an S corporation, or if you no longer are tax exempt. In addition, you must furnish a new Form W-9 if the name or TIN changes for the account; for example, if the grantor of a grantor trust dies.

Penalties

Failure to furnish TIN. If you fail to furnish your correct TIN to a requester, you are subject to a penalty of \$50 for each such failure unless your failure is due to reasonable cause and not to willful neglect.

Civil penalty for false information with respect to withholding. If you make a false statement with no reasonable basis that results in no backup withholding, you are subject to a \$500 penalty.

Criminal penalty for falsifying information. Willfully falsifying certifications or affirmations may subject you to criminal penalties including fines and/or imprisonment.

Misuse of TINs. If the requester discloses or uses TINs in violation of federal law, the requester may be subject to civil and criminal penalties.

Specific Instructions

Line 1

You must enter one of the following on this line; **do not** leave this line blank. The name should match the name on your tax return.

If this Form W-9 is for a joint account, list first, and then circle, the name of the person or entity whose number you entered in Part I of Form W-9.

a. **Individual.** Generally, enter the name shown on your tax return. If you have changed your last name without informing the Social Security Administration (SSA) of the name change, enter your first name, the last name as shown on your social security card, and your new last name.

Note. ITIN applicant: Enter your individual name as it was entered on your Form W-7 application, line 1a. This should also be the same as the name you entered on the Form 1040/1040A/1040EZ you filed with your application.

b. **Sole proprietor or single-member LLC.** Enter your individual name as shown on your 1040/1040A/1040EZ on line 1. You may enter your business, trade, or "doing business as" (DBA) name on line 2.

c. **Partnership, LLC that is not a single-member LLC, C Corporation, or S Corporation.** Enter the entity's name as shown on the entity's tax return on line 1 and any business, trade, or DBA name on line 2.

d. **Other entities.** Enter your name as shown on required U.S. federal tax documents on line 1. This name should match the name shown on the charter or other legal document creating the entity. You may enter any business, trade, or DBA name on line 2.

e. **Disregarded entity.** For U.S. federal tax purposes, an entity that is disregarded as an entity separate from its owner is treated as a "disregarded entity." See Regulations section 301.7701-2(c)(2)(iii). Enter the owner's name on line 1. The name of the entity entered on line 1 should never be a disregarded entity. The name on line 1 should be the name shown on the income tax return on which the income should be reported. For example, if a foreign LLC that is treated as a disregarded entity for U.S. federal tax purposes has a single owner that is a U.S. person, the U.S. owner's name is required to be provided on line 1. If the direct owner of the entity is also a disregarded entity, enter the first owner that is not disregarded for federal tax purposes. Enter the disregarded entity's name on line 2, "Business name/disregarded entity name." If the owner of the disregarded entity is a foreign person, the owner must complete an appropriate Form W-8 instead of a Form W-9. This is the case even if the foreign person has a U.S. TIN.

Line 2

If you have a business name, trade name, DBA name, or disregarded entity name, you may enter it on line 2.

Line 3

Check the appropriate box in line 3 for the U.S. federal tax classification of the person whose name is entered on line 1. Check only one box in line 3.

Limited Liability Company (LLC). If the name on line 1 is an LLC treated as a partnership for U.S. federal tax purposes, check the "Limited Liability Company" box and enter "P" in the space provided. If the LLC has filed Form 8832 or 2553 to be taxed as a corporation, check the "Limited Liability Company" box and in the space provided enter "C" for C corporation or "S" for S corporation. If it is a single-member LLC that is a disregarded entity, do not check the "Limited Liability Company" box; instead check the first box in line 3 "Individual/sole proprietor or single-member LLC."

Line 4, Exemptions

If you are exempt from backup withholding and/or FATCA reporting, enter in the appropriate space in line 4 any code(s) that may apply to you.

Exempt payee code.

- Generally, individuals (including sole proprietors) are not exempt from backup withholding.
- Except as provided below, corporations are exempt from backup withholding for certain payments, including interest and dividends.
- Corporations are not exempt from backup withholding for payments made in settlement of payment card or third party network transactions.
- Corporations are not exempt from backup withholding with respect to attorneys' fees or gross proceeds paid to attorneys, and corporations that provide medical or health care services are not exempt with respect to payments reportable on Form 1099-MISC.

The following codes identify payees that are exempt from backup withholding. Enter the appropriate code in the space in line 4.

- 1—An organization exempt from tax under section 501(a), any IRA, or a custodial account under section 403(b)(7) if the account satisfies the requirements of section 401(f)(2)
- 2—The United States or any of its agencies or instrumentalities
- 3—A state, the District of Columbia, a U.S. commonwealth or possession, or any of their political subdivisions or instrumentalities
- 4—A foreign government or any of its political subdivisions, agencies, or instrumentalities
- 5—A corporation
- 6—A dealer in securities or commodities required to register in the United States, the District of Columbia, or a U.S. commonwealth or possession
- 7—A futures commission merchant registered with the Commodity Futures Trading Commission
- 8—A real estate investment trust
- 9—An entity registered at all times during the tax year under the Investment Company Act of 1940
- 10—A common trust fund operated by a bank under section 584(a)
- 11—A financial institution
- 12—A middleman known in the investment community as a nominee or custodian
- 13—A trust exempt from tax under section 664 or described in section 4947

The following chart shows types of payments that may be exempt from backup withholding. The chart applies to the exempt payees listed above, 1 through 13.

IF the payment is for . . .	THEN the payment is exempt for . . .
Interest and dividend payments	All exempt payees except for 7
Broker transactions	Exempt payees 1 through 4 and 6 through 11 and all C corporations. S corporations must not enter an exempt payee code because they are exempt only for sales of noncovered securities acquired prior to 2012.
Barter exchange transactions and patronage dividends	Exempt payees 1 through 4
Payments over \$600 required to be reported and direct sales over \$5,000 ¹	Generally, exempt payees 1 through 5 ²
Payments made in settlement of payment card or third party network transactions	Exempt payees 1 through 4

¹ See Form 1099-MISC, Miscellaneous Income, and its instructions.

² However, the following payments made to a corporation and reportable on Form 1099-MISC are not exempt from backup withholding: medical and health care payments, attorneys' fees, gross proceeds paid to an attorney reportable under section 6045(f), and payments for services paid by a federal executive agency.

Exemption from FATCA reporting code. The following codes identify payees that are exempt from reporting under FATCA. These codes apply to persons submitting this form for accounts maintained outside of the United States by certain foreign financial institutions. Therefore, if you are only submitting this form for an account you hold in the United States, you may leave this field blank. Consult with the person requesting this form if you are uncertain if the financial institution is subject to these requirements. A requester may indicate that a code is not required by providing you with a Form W-9 with "Not Applicable" (or any similar indication) written or printed on the line for a FATCA exemption code.

A—An organization exempt from tax under section 501(a) or any individual retirement plan as defined in section 7701(a)(37)

B—The United States or any of its agencies or instrumentalities

C—A state, the District of Columbia, a U.S. commonwealth or possession, or any of their political subdivisions or instrumentalities

D—A corporation the stock of which is regularly traded on one or more established securities markets, as described in Regulations section 1.1472-1(c)(1)(i)

E—A corporation that is a member of the same expanded affiliated group as a corporation described in Regulations section 1.1472-1(c)(1)(i)

F—A dealer in securities, commodities, or derivative financial instruments (including notional principal contracts, futures, forwards, and options) that is registered as such under the laws of the United States or any state

G—A real estate investment trust

H—A regulated investment company as defined in section 851 or an entity registered at all times during the tax year under the Investment Company Act of 1940

I—A common trust fund as defined in section 584(a)

J—A bank as defined in section 581

K—A broker

L—A trust exempt from tax under section 664 or described in section 4947(a)(1)

M—A tax exempt trust under a section 403(b) plan or section 457(g) plan

Note. You may wish to consult with the financial institution requesting this form to determine whether the FATCA code and/or exempt payee code should be completed.

Line 5

Enter your address (number, street, and apartment or suite number). This is where the requester of this Form W-9 will mail your information returns.

Line 6

Enter your city, state, and ZIP code.

Part I. Taxpayer Identification Number (TIN)

Enter your TIN in the appropriate box. If you are a resident alien and you do not have and are not eligible to get an SSN, your TIN is your IRS individual taxpayer identification number (ITIN). Enter it in the social security number box. If you do not have an ITIN, see *How to get a TIN* below.

If you are a sole proprietor and you have an EIN, you may enter either your SSN or EIN. However, the IRS prefers that you use your SSN.

If you are a single-member LLC that is disregarded as an entity separate from its owner (see *Limited Liability Company (LLC)* on this page), enter the owner's SSN (or EIN, if the owner has one). Do not enter the disregarded entity's EIN. If the LLC is classified as a corporation or partnership, enter the entity's EIN.

Note. See the chart on page 4 for further clarification of name and TIN combinations.

How to get a TIN. If you do not have a TIN, apply for one immediately. To apply for an SSN, get Form SS-5, Application for a Social Security Card, from your local SSA office or get this form online at www.ssa.gov. You may also get this form by calling 1-800-772-1213. Use Form W-7, Application for IRS Individual Taxpayer Identification Number, to apply for an ITIN, or Form SS-4, Application for Employer Identification Number, to apply for an EIN. You can apply for an EIN online by accessing the IRS website at www.irs.gov/businesses and clicking on Employer Identification Number (EIN) under Starting a Business. You can get Forms W-7 and SS-4 from the IRS by visiting IRS.gov or by calling 1-800-TAX-FORM (1-800-829-3676).

If you are asked to complete Form W-9 but do not have a TIN, apply for a TIN and write "Applied For" in the space for the TIN, sign and date the form, and give it to the requester. For interest and dividend payments, and certain payments made with respect to readily tradable instruments, generally you will have 60 days to get a TIN and give it to the requester before you are subject to backup withholding on payments. The 60-day rule does not apply to other types of payments. You will be subject to backup withholding on all such payments until you provide your TIN to the requester.

Note. Entering "Applied For" means that you have already applied for a TIN or that you intend to apply for one soon.

Caution: A disregarded U.S. entity that has a foreign owner must use the appropriate Form W-8.

Part II. Certification

To establish to the withholding agent that you are a U.S. person, or resident alien, sign Form W-9. You may be requested to sign by the withholding agent even if items 1, 4, or 5 below indicate otherwise.

For a joint account, only the person whose TIN is shown in Part I should sign (when required). In the case of a disregarded entity, the person identified on line 1 must sign. Exempt payees, see *Exempt payee code* earlier.

Signature requirements. Complete the certification as indicated in items 1 through 5 below.

1. Interest, dividend, and barter exchange accounts opened before 1984 and broker accounts considered active during 1983. You must give your correct TIN, but you do not have to sign the certification.

2. Interest, dividend, broker, and barter exchange accounts opened after 1983 and broker accounts considered inactive during 1983. You must sign the certification or backup withholding will apply. If you are subject to backup withholding and you are merely providing your correct TIN to the requester, you must cross out item 2 in the certification before signing the form.

3. Real estate transactions. You must sign the certification. You may cross out item 2 of the certification.

4. Other payments. You must give your correct TIN, but you do not have to sign the certification unless you have been notified that you have previously given an incorrect TIN. "Other payments" include payments made in the course of the requester's trade or business for rents, royalties, goods (other than bills for merchandise), medical and health care services (including payments to corporations), payments to a nonemployee for services, payments made in settlement of payment card and third party network transactions, payments to certain fishing boat crew members and fishermen, and gross proceeds paid to attorneys (including payments to corporations).

5. Mortgage interest paid by you, acquisition or abandonment of secured property, cancellation of debt, qualified tuition program payments (under section 529), IRA, Coverdell ESA, Archer MSA or HSA contributions or distributions, and pension distributions. You must give your correct TIN, but you do not have to sign the certification.

What Name and Number To Give the Requester

For this type of account:	Give name and SSN of:
1. Individual	The individual
2. Two or more individuals (joint account)	The actual owner of the account or, if combined funds, the first individual on the account ¹
3. Custodian account of a minor (Uniform Gift to Minors Act)	The minor ²
4. a. The usual revocable savings trust (grantor is also trustee) b. So-called trust account that is not a legal or valid trust under state law	The grantor-trustee ¹ The actual owner ¹
5. Sole proprietorship or disregarded entity owned by an individual	The owner ³
6. Grantor trust filing under Optional Form 1099 Filing Method 1 (see Regulations section 1.671-4(b)(2)(i)(A))	The grantor [*]
For this type of account:	Give name and EIN of:
7. Disregarded entity not owned by an individual	The owner
8. A valid trust, estate, or pension trust	Legal entity ⁴
9. Corporation or LLC electing corporate status on Form 8832 or Form 2553	The corporation
10. Association, club, religious, charitable, educational, or other tax-exempt organization	The organization
11. Partnership or multi-member LLC	The partnership
12. A broker or registered nominee	The broker or nominee
13. Account with the Department of Agriculture in the name of a public entity (such as a state or local government, school district, or prison) that receives agricultural program payments	The public entity
14. Grantor trust filing under the Form 1041 Filing Method or the Optional Form 1099 Filing Method 2 (see Regulations section 1.671-4(b)(2)(i)(B))	The trust

¹ List first and circle the name of the person whose number you furnish. If only one person on a joint account has an SSN, that person's number must be furnished.

² Circle the minor's name and furnish the minor's SSN.

³ You must show your individual name and you may also enter your business or DBA name on the "Business name/disregarded entity" name line. You may use either your SSN or EIN (if you have one), but the IRS encourages you to use your SSN.

⁴ List first and circle the name of the trust, estate, or pension trust. (Do not furnish the TIN of the personal representative or trustee unless the legal entity itself is not designated in the account title.) Also see *Special rules for partnerships* on page 2.

*Note. Grantor also must provide a Form W-9 to trustee of trust.

Note. If no name is circled when more than one name is listed, the number will be considered to be that of the first name listed.

Secure Your Tax Records from Identity Theft

Identity theft occurs when someone uses your personal information such as your name, SSN, or other identifying information, without your permission, to commit fraud or other crimes. An identity thief may use your SSN to get a job or may file a tax return using your SSN to receive a refund.

To reduce your risk:

- Protect your SSN,
- Ensure your employer is protecting your SSN, and
- Be careful when choosing a tax preparer.

If your tax records are affected by identity theft and you receive a notice from the IRS, respond right away to the name and phone number printed on the IRS notice or letter.

If your tax records are not currently affected by identity theft but you think you are at risk due to a lost or stolen purse or wallet, questionable credit card activity or credit report, contact the IRS Identity Theft Hotline at 1-800-908-4490 or submit Form 14039.

For more information, see Publication 4535, *Identity Theft Prevention and Victim Assistance*.

Victims of identity theft who are experiencing economic harm or a system problem, or are seeking help in resolving tax problems that have not been resolved through normal channels, may be eligible for Taxpayer Advocate Service (TAS) assistance. You can reach TAS by calling the TAS toll-free case intake line at 1-877-777-4778 or TTY/TDD 1-800-829-4059.

Protect yourself from suspicious emails or phishing schemes. Phishing is the creation and use of email and websites designed to mimic legitimate business emails and websites. The most common act is sending an email to a user falsely claiming to be an established legitimate enterprise in an attempt to scam the user into surrendering private information that will be used for identity theft.

The IRS does not initiate contacts with taxpayers via emails. Also, the IRS does not request personal detailed information through email or ask taxpayers for the PIN numbers, passwords, or similar secret access information for their credit card, bank, or other financial accounts.

If you receive an unsolicited email claiming to be from the IRS, forward this message to phishing@irs.gov. You may also report misuse of the IRS name, logo, or other IRS property to the Treasury Inspector General for Tax Administration (TIGTA) at 1-800-366-4484. You can forward suspicious emails to the Federal Trade Commission at: spam@uce.gov or contact them at www.ftc.gov/idtheft or 1-877-IDTHEFT (1-877-438-4338).

Visit IRS.gov to learn more about identity theft and how to reduce your risk.

Privacy Act Notice

Section 6109 of the Internal Revenue Code requires you to provide your correct TIN to persons (including federal agencies) who are required to file information returns with the IRS to report interest, dividends, or certain other income paid to you; mortgage interest you paid; the acquisition or abandonment of secured property; the cancellation of debt; or contributions you made to an IRA, Archer MSA, or HSA. The person collecting this form uses the information on the form to file information returns with the IRS, reporting the above information. Routine uses of this information include giving it to the Department of Justice for civil and criminal litigation and to cities, states, the District of Columbia, and U.S. commonwealths and possessions for use in administering their laws. The information also may be disclosed to other countries under a treaty, to federal and state agencies to enforce civil and criminal laws, or to federal law enforcement and intelligence agencies to combat terrorism. You must provide your TIN whether or not you are required to file a tax return. Under section 3406, payers must generally withhold a percentage of taxable interest, dividend, and certain other payments to a payee who does not give a TIN to the payer. Certain penalties may also apply for providing false or fraudulent information.

GENERAL INSTRUCTIONS TO THE OPTION OF HOLDER TO ELECT REPURCHASE NOTICE

1. ***Please do not send Convertible Note certificates directly to the Company.***

If you hold your Convertible Notes in certificated form, your Convertible Note certificates, together with your signed and completed Option of Holder to Elect Repurchase Notice, should be mailed, or otherwise delivered, to the Paying Agent, at the appropriate address indicated on the fourth page hereof.

2. ***Signature, Assignments and Medallion Stamp Requirements.***

If this Option of Holder to Elect Repurchase Notice is signed by the registered Holder(s) of the Convertible Notes transmitted herewith, the signature(s) must correspond exactly with the name(s) of such registered Holder(s). If this Option of Holder to Elect Repurchase Notice is signed by trustees, executors, administrators, guardians, attorneys-in-fact, officers of companies or other persons acting in a fiduciary or representative capacity, such persons should so indicate when signing, and proper evidence satisfactory to the Company of their authority so to act must be submitted, and the signature(s) must be properly guaranteed by a commercial bank, broker, dealer, municipal securities dealer, municipal securities broker, government securities dealer, government securities broker, credit union, national securities exchange, registered securities association, clearing agency or savings association, and in each case such guarantor must be a member of or a participant in the Securities Transfer Agents Medallion Program or in such other guarantee program acceptable to the Trustee.

If Convertible Notes or assignment(s) are signed by trustees, executors, administrators, guardians, attorneys-in-fact, officers of companies or other persons acting in a fiduciary or representative capacity, such persons should so indicate when signing, and proper evidence satisfactory to the Company of their authority to so act must be submitted, and the signature(s) must be properly guaranteed by a commercial bank, broker, dealer, municipal securities dealer, municipal securities broker, government securities dealer, government securities broker, credit union, national securities exchange, registered securities association, clearing agency or savings association, and in each case such guarantor must be a member of or a participant in the Securities Transfer Agents Medallion Program or in such other guarantee program acceptable to the Trustee.

3. ***Certificate or Check to be Issued in a Different Name.***

If a check is to be issued in a name other than that of the registered Holder(s) of the Convertible Notes, the related Convertible Note certificates must be properly endorsed or be accompanied by appropriate bond powers (which may consist of this Fundamental Change Notice), properly executed by the registered Holder(s), so that such endorsement or bond powers are signed exactly as the name(s) of the registered Holder(s) appear on the Convertible Note certificates, and the signature(s) must be properly guaranteed by a commercial bank, broker, dealer, municipal securities dealer, municipal securities broker, government securities dealer, government securities broker, credit union, national securities exchange, registered securities association, clearing agency or savings association, and in each case such guarantor must be a member of or a participant in the Securities Transfer Agents Medallion Program or in such other guarantee program acceptable to the Trustee.

If the Option of Holder to Elect Repurchase Notice is signed by someone other than the registered owner, who is not a person described in the preceding paragraph, the Convertible Note certificates must be properly endorsed or be accompanied by appropriate bond powers (which may consist of this Option of Holder to Elect Repurchase Notice), properly executed by the registered Holder(s), so that such endorsement or bond powers are signed exactly as the name(s) of the registered Holder(s) appear on the Convertible Notes, and the signature(s) must be properly guaranteed by a commercial bank, broker, dealer, municipal securities dealer, municipal securities broker, government securities dealer, government securities broker, credit union, national securities exchange, registered securities association, clearing agency or savings association, and in each case such guarantor must be a member of or a participant in the Securities Transfer Agents Medallion Program or in such other guarantee program acceptable to the Trustee.

4. ***Joint Holders and Debenture Certificates Registered in Different Names.***

If Convertible Notes in certificated form are tendered by joint Holders, all such persons must sign the Option of Holder to Elect Repurchase Notice.

5. ***Lost or Destroyed Certificates for Securities.***

If your Convertible Note certificates have been either lost or destroyed, notify the Trustee of this fact promptly by telephoning the Trustee at The Bank of New York Mellon Trust Company, N.A., Corporate Trust Administration at 800-254-2826. You will then be instructed as to the steps you must take in order to have your Convertible Notes purchased. This Option of Holder to Elect Repurchase Notice and related documents cannot be processed until the lost certificates procedures have been completed.

6. ***Questions on How to Submit Your Convertible Security Certificates.***

Questions and requests for assistance on how to submit your Convertible Notes in certificated form, as well as requests for additional copies of this Option of Holder to Elect Repurchase Notice should be directed to the Trustee at one of the addresses set forth on the fourth page hereof or by telephoning The Bank of New York Mellon Trust Company, N.A., Corporate Trust Administration at 800-254-2826.

7. ***Backup and Nonresident Withholding.***

In order to avoid backup withholding of federal income tax on the cash received upon the surrender of Convertible Notes for purchase, a Holder that is a United States person must, unless an exemption applies, provide the Paying Agent with his or her correct taxpayer identification number ("TIN") on the Form W-9 included herein and certify, under penalties of perjury, that such number is correct and that he or she is not subject to backup withholding. If the correct TIN is not provided, the Internal Revenue Service may impose a \$50 penalty and payments made with respect to the surrendered Convertible Notes may be subject to backup withholding of 28%.

Backup withholding is not an additional federal income tax. Rather, the federal income tax liability of persons subject to backup withholding will be reduced by the amount of tax withheld. If backup withholding results in an overpayment of taxes, a refund may be obtained, provided the required information is thereby furnished to the Internal Revenue Service.

The TIN to be provided on the Form W-9 is that of the registered holder(s) of the Convertible Notes. The TIN for an individual is his or her social security number. The person surrendering the Convertible Notes may indicate that such person has not been issued a TIN and has applied for a TIN or intends to apply for a TIN in the near future by writing "Applied For" in Part I of the Form W-9. Notwithstanding the indication of awaiting TIN status in Part I, the Paying Agent will withhold 28% on any payment with respect to the Convertible Notes made prior to the time it is provided with a properly certified TIN.

Exempt persons (including, among others, generally all corporations and certain foreign persons) are not subject to backup withholding (although foreign persons may be subject to nonresident withholding unless certain requirements are met).

A holder that is a foreign person may qualify as an exempt person for backup withholding purposes and may also demonstrate an exemption from certain nonresident withholding rules by submitting an applicable Form W-8, which can be obtained from the IRS website at <http://www.irs.gov>. A Holder of Convertible Notes should consult his or her tax advisor as to his or her qualification for an exemption from backup and nonresident withholding and the procedure for obtaining such exemptions.

EXHIBIT B

WITHDRAWAL NOTICE

If you wish to exercise your option to withdraw an Option of Holder to Elect Repurchase Notice previously given with respect to all or any portion of your 1.50% Convertible Notes due 2020 (CUSIP Nos. 94770V AJ1 and 94770V AK8) (the “Convertible Notes”) and you hold beneficial interests in the Convertible Notes held in global form pursuant to the book-entry transfer system of The Depository Trust Company (“DTC”), you should complete the appropriate instruction form pursuant to DTC’s book-entry system, deliver by book-entry delivery an interest in such Convertible Notes in global form and an agent’s message and follow such other directions as instructed by DTC.

If you wish to withdraw an Option of Holder to Elect Repurchase Notice with respect to your Convertible Notes in certificated form, the Withdrawal Notice **MUST BE RECEIVED** by The Bank of New York Mellon Trust Company, N.A. (the “Paying Agent”), at one of the addresses set forth below prior to 5:00 p.m., New York City time, on October 25, 2017.

By First Class/Registered/ Certified Mail:	By Express/Overnight Delivery:	In Hand or In Person:
The Bank of New York Mellon Trust Company, N.A., as trustee c/o The Bank of New York Mellon 111 Sanders Creek East Syracuse, New York 13057 Attn: Corporate Trust Operations	The Bank of New York Mellon Trust Company, N.A., as trustee c/o The Bank of New York Mellon 111 Sanders Creek East Syracuse, New York 13057 Attn: Corporate Trust Operations	The Bank of New York Mellon Trust Company, N.A., as trustee c/o The Bank of New York Mellon 111 Sanders Creek East Syracuse, New York 13057 Attn: Corporate Trust Operations

For further information call: 800-254-2826.

Delivery of this Withdrawal Notice and all other required documents to an address other than as set forth above does not constitute valid delivery to the Paying Agent. Delivery of documents to DTC or the Company does not constitute delivery to the Paying Agent. The method of delivery of all documents is at the risk of the Holder. If delivery is by mail, registered mail with return receipt requested, properly insured, is recommended. You must sign this Withdrawal Notice in the appropriate space provided therefor, with signature guarantee if required.

Please note that if you are withdrawing an Option of Holder to Elect Repurchase Notice with respect to Convertible Notes held in global form pursuant to the book-entry transfer system of DTC, you do not need to complete and return this Withdrawal Notice. See “Notice of Withdrawal in the Option of Holder to Elect Repurchase Notice” for a description of withdrawal procedures for beneficial interests in Convertible Notes owned through DTC’s book-entry system.

**ITEM A.
DESCRIPTION OF CONVERTIBLE NOTES BEING WITHDRAWN**

Name and Address of Registered Holder	Certificates Withdrawn (Please fill in numbers and amounts and attach sheet if the space below is inadequate.)			
	Certificate Number(s)	Principal Amount	Principal Amount being Withdrawn (if less than all) (must be in integral multiples of \$1,000.00)	Principal Amount remaining subject to repurchase by the Company (if any) (must be in integral multiples of \$1,000.00)
			Total Principal Amount \$ _____	Total Principal Amount \$ _____

**ITEM B.
REQUIRED SIGNATURES**

The signature(s) on this Withdrawal Notice must correspond exactly with the name(s) of the: (1) registered owner(s) of the Convertible Note certificate(s) being withdrawn, or (2) person(s) to whom each such certificate has been properly assigned and transferred, in which case evidence of transfer must accompany this Withdrawal Notice.

Dated: _____

Signature: _____

Signature: _____

Telephone: (____) _____

Social Security Number or
Employer I.D. Number: _____

←
**PLEASE
SIGN
HERE**

CONFIRMATION OF EXERCISE OF WITHDRAWAL OPTION

The signature(s) of the Holder(s) above is confirmation that the Holder(s) is/are electing that such Convertible Notes described in Item A, above, shall be withdrawn from Holder's previously delivered Option of Holder to Elect Repurchase Notice and shall not be repurchased on the Fundamental Change Repurchase Date, as provided for in the Convertible Notes and in the Indenture.

GENERAL INSTRUCTIONS TO THE WITHDRAWAL NOTICE

1. *Signature, Assignments and Medallion Stamp Requirements.*

If this Withdrawal Notice is signed by the registered Holder(s) of the Convertible Notes transmitted herewith, the signature(s) must correspond exactly with the name(s) of such registered Holder(s). If this Withdrawal Notice is signed by trustees, executors, administrators, guardians, attorneys-in-fact, officers of companies or other persons acting in a fiduciary or representative capacity, such persons should so indicate when signing, and proper evidence satisfactory to the Company of their authority so to act must be submitted, and the signature(s) must be properly guaranteed by a commercial bank, broker, dealer, municipal securities dealer, municipal securities broker, government securities dealer, government securities broker, credit union, national securities exchange, registered securities association, clearing agency or savings association, and in each case such guarantor must be a member of or a participant in the Securities Transfer Agents Medallion Program or in such other guarantee program acceptable to the Trustee.

If Convertible Notes or assignment(s) are signed by trustees, executors, administrators, guardians, attorneys-in-fact, officers of companies or other persons acting in a fiduciary or representative capacity, such persons should so indicate when signing, and proper evidence satisfactory to the Company of their authority to so act must be submitted, and the signature(s) must be properly guaranteed by a commercial bank, broker, dealer, municipal securities dealer, municipal securities broker, government securities dealer, government securities broker, credit union, national securities exchange, registered securities association, clearing agency or savings association, and in each case such guarantor must be a member of or a participant in the Securities Transfer Agents Medallion Program or in such other guarantee program acceptable to the Trustee.

2. *Joint Holders and Debenture Certificates Registered in Different Names.*

If Convertible Notes in certificated form are withdrawn by joint Holders, all such persons must sign the Withdrawal Notice in Item B.

EXHIBIT C
CONVERSION NOTICE

To convert this Security into Common Stock, check the box:

To convert only part of this Security, state the principal amount to be converted (must be in multiples of \$1,000):

\$ _____

If you want the stock certificate, if any, made out in another person's name, fill in the form below:

(Insert other person's soc. sec. or tax I.D. no.)

(Print or type other person's name, address and zip code)

Date: _____

Signature(s): _____

(Sign exactly as your name(s) appear(s) on the other side of this Security)

September 15, 2017

The Bank of New York Mellon Trust Company, N.A.
500 Ross Street, 12th Fl.
Pittsburgh, Pennsylvania 15262
Attention: Corporate Trust Administration

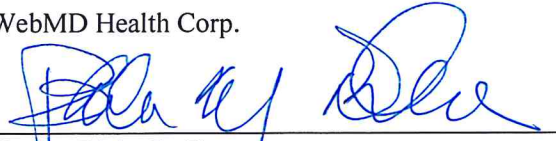
Ladies and Gentlemen:

Reference is made to the Indenture dated as of June 1, 2016 between WebMD Health Corp. (the “*Company*”) and The Bank of New York Mellon Trust Company, N.A., as trustee (as supplemented by the First Supplemental Indenture, dated September 15, 2017, the “*Indenture*”) with respect to the 2.625% Convertible Notes due 2023 (the “*Convertible Notes*”) issued by the Company. Capitalized terms used but not defined herein shall have the meanings set forth in the Indenture.

This notice is delivered to you pursuant to Sections 3.01 and 10.13 of the Indenture. Please forward the notice attached hereto at our expense to each holder of the Convertible Notes at its address appearing in the register provided for in Section 2.03 of the Indenture.

Sincerely,

WebMD Health Corp.

A handwritten signature in blue ink, appearing to read "Blake DeSimone", is written over a horizontal line.

Name: Blake DeSimone

Title: Executive Vice President and Chief Financial Officer

**NOTICE OF FUNDAMENTAL CHANGE
AND
EXECUTION
OF
SUPPLEMENTAL INDENTURE
OF
WEBMD HEALTH CORP.
2.625% CONVERTIBLE NOTES DUE 2023
CUSIP Nos. 94770V AL6 and 94770V AM4¹**

This Notice of Fundamental Change and Execution of Supplemental Indenture is given by WebMD Health Corp. (the “**Company**”) pursuant to the provisions of Sections 3.01 and 10.13 of the Indenture, dated as of June 1, 2016, between the Company and The Bank of New York Mellon Trust Company, N.A., as indenture trustee (the “**Trustee**”) (as may be supplemented from time to time, the “**Indenture**”), relating to the Company’s 2.625% Convertible Notes due 2023 (the “**Convertible Notes**”). The Trustee also serves as Paying Agent under the Indenture. Capitalized terms used in this notice, unless otherwise defined herein, have the meanings given to such terms in the Indenture.

A Fundamental Change occurred on September 15, 2017, as a result of the consummation of the merger on such date of the Company with and into Diagnosis Merger Sub, Inc., with the Company continuing as the surviving entity (the “**Merger**”) as contemplated by the Agreement and Plan of Merger, dated as of July 24, 2017 (the “**Merger Agreement**”), among the Company, MH Sub I, LLC and Diagnosis Merger Sub, Inc. Accordingly, pursuant to Section 3.01(a) of the Indenture, on or before October 27, 2017 (the “**Fundamental Change Repurchase Date**”), the holder of each Convertible Note outstanding on such date (each, a “**Holder**”) shall, subject to certain conditions, have the right by giving notice as stated herein to require the Company to purchase all or any portion of such Holder’s Convertible Notes in a principal amount equal to \$1,000 or any positive integral multiple of \$1,000 at a price equal to 100% of the principal amount outstanding of such Convertible Notes, and together with interest accrued and unpaid, thereon to, but excluding, such Fundamental Change Repurchase Date, which equals \$1,009.84 for each \$1,000 in principal amount of the Convertible Notes (the “**Repurchase Price**”). The Repurchase Price will be paid in cash.

Payment of the Repurchase Price will be made in cash by the Paying Agent on the Fundamental Change Repurchase Date upon presentation and surrender of Convertible Notes at the address set forth below under “Manner of Purchase,” and only if the Convertible Notes so surrendered conform in all respects to the description thereof in this Fundamental Change Notice, as determined by the Company in its sole discretion. On the Fundamental Change Repurchase Date, the Repurchase Price will become due and payable on the portion of the Convertible Notes submitted to the Company for purchase, interest will cease to accrue on the portion of the principal amount of the Convertible Notes being purchased, and the Holders thereof will be entitled to no rights as a Holder with respect to the portion of the principal amount of the Convertible Notes being purchased except the right to receive payment of the Repurchase Price, unless the Company defaults in making payment of the Repurchase Price. If a Holder does not exercise its right to require the Company to purchase all Convertible Notes owned by such Holder, then after the Fundamental Change Repurchase Date and upon surrender of the Convertible Notes as to which such right has been exercised, a new Convertible Note or Convertible Notes in principal amount at issuance equal to the portion of the Convertible Notes not submitted to the Company for purchase shall be issued upon cancellation of the original Convertible Note.

Holders who deliver their Convertible Notes and an Option of Holder to Elect Repurchase Notice to the Paying Agent and do not properly and validly withdraw such notice prior to the Withdrawal Date identified below will not be permitted to convert such Convertible Notes. See “Conversion Rights” below.

¹ The CUSIP numbers are included solely for the convenience of the holders of Convertible Notes. Neither the Company nor the Trustee shall be responsible for the selection or use of the CUSIP numbers, nor is any representation made as to its correctness with respect to the Convertible Notes or as indicated in this Notice.

Holders of Convertible Notes should consider the following important dates in connection with this Notice:

Date	Calendar Date	Event
Expiration Date	October 15, 2017	The last day for Holders to elect to require the repurchase of Convertible Notes and deliver Convertible Notes pursuant to this Notice.
Withdrawal Date	October 25, 2017	The last day for Holders to validly withdraw elections to require the repurchase of Convertible Notes.
Fundamental Change Repurchase Date	October 27, 2017	<p>The Company accepts all elections to require the purchase of Convertible Notes validly delivered prior to the Expiration Date and not validly withdrawn. The Company notifies the Paying Agent that such elections and delivered Convertible Notes are accepted for repurchase and payment.</p> <p>The Company deposits with the Paying Agent the amount of cash necessary to pay each electing and delivering Holder the Repurchase Price.</p> <p>The Paying Agent pays each electing Holder who has delivered the Convertible Notes prior to this date the Repurchase Price in cash for all of the Convertibles Notes properly and validly delivered by such Holder.</p>

Neither the Company nor the Trustee and Paying Agent make any recommendation as to whether Holders should elect to require the Company to repurchase their Convertible Notes.

MANNER OF PURCHASE

If you are the owner of a beneficial interest in the Convertible Notes through The Depository Trust Company ("**DTC**") and you elect to submit your Convertible Notes for purchase, you must, on or prior to 5:00 p.m. New York City time on October 15, 2017:

- (i) complete the appropriate instruction form pursuant to DTC's book-entry program,
- (ii) deliver through the DTC's book-entry system your beneficial interest, together with an agent's message transmitted by DTC to the Paying Agent (instead of delivering the Option of Holder to Elect Repurchase Notice described below), and
- (iii) follow any other required directions as instructed by DTC. The term "agent's message" means a message, transmitted by DTC to, and received by, the Paying Agent and forming a part of a book-entry confirmation, which states that DTC has received an express acknowledgment from the participant submitting the Convertible Notes for repurchase, which acknowledgment states that such participant has received and agreed to be bound by the terms and conditions of the Fundamental Change Repurchase Right Notice.

Each beneficial owner of a beneficial interest in the Convertible Notes that has properly and validly delivered such beneficial interest and agent's message for purchase through DTC, and not properly withdrawn such delivery prior to 5:00 p.m. New York City time on October 25, 2017, will receive the Repurchase Price through the facilities of DTC promptly following the later of (i) Fundamental Change Repurchase Date and (ii) the time of the book-entry transfer or delivery of the Convertible Notes. Delivery by any owner of a beneficial interest in the

Convertible Notes, together with an agent's message through the facilities of DTC prior to 5:00 p.m. New York City time on October 15, 2017, is a condition to receipt of the Repurchase Price by such Holder.

In order for any Holder of Convertible Notes in certificated form to exercise its right to require the Company to purchase a Convertible Note at the Repurchase Price, such Holder must, on or prior to 5:00 p.m. New York City time on October 15, 2017, deliver to the Trustee, or to the Paying Agent:

- (i) written notice in the form of the Option of Holder to Elect Repurchase Notice (the "**Option of Holder to Elect Repurchase Notice**") as set forth on the back of the Convertible Notes, or in the form set forth as **Exhibit A** hereto, in each case, duly completed and signed, with appropriate signature guarantee; and
- (ii) the Convertible Notes with respect to which the Fundamental Change Repurchase Right is being exercised, duly endorsed for transfer to the Company, and the Holder of such Convertible Notes shall be entitled to receive from the Paying Agent a nontransferable receipt of deposit evidencing such deposit.

An Option of Holder to Elect Repurchase Notice for certificated Convertible Notes may be delivered by letter, overnight courier, hand delivery, facsimile transmission or other written form.

NOTICE OF WITHDRAWAL

Any Holder of Convertible Notes who has given an Option of Holder to Elect Repurchase Notice may withdraw such Option of Holder to Elect Repurchase Notice, in whole or in part, by delivery of a written notice of withdrawal in the form attached hereto as **Exhibit B** (the "**Withdrawal Notice**") to the Corporate Trust Office of the Paying Agent at any time on or prior to 5:00 p.m. New York City time on October 25, 2017, the second business day prior to the Fundamental Change Repurchase Date. A Withdrawal Notice must specify:

- (1) the certificate or CUSIP number, as applicable, of the Convertible Notes in respect of which such Withdrawal Notice is being submitted;
- (2) the aggregate principal amount of the Convertible Notes with respect to which such Withdrawal Notice is being submitted; and
- (3) the aggregate principal amount, if any, of such Convertible Notes that remain subject to the original Option of Holder to Elect Repurchase Notice and which has been or will be delivered for purchase by the Company.

A Withdrawal Notice for certificated Convertible Notes may be delivered by letter, overnight courier, hand delivery, facsimile transmission or other written form.

The Paying Agent will promptly notify the Company of the receipt by it of any Option of Holder to Elect Repurchase Notice or Withdrawal Notice.

CONVERSION RIGHTS

Holders that do not elect to require the Company to purchase their Convertible Notes will maintain the right to convert their Convertible Notes into cash until 5:00 p.m. New York City time on June 14, 2023, which is the business day immediately preceding the Maturity Date, upon the terms and subject to the conditions of the Indenture. Pursuant to the First Supplemental Indenture, dated as of September 15, 2017, entered into between the Company and the Trustee in connection with the Merger (the "**First Supplemental Indenture**"), each Holder of a Convertible Note has the right, upon conversion of such Convertible Note, to receive an amount of cash equal to \$767.34 per \$1,000 principal amount of Convertible Notes based on a Conversion Rate of 11.5389 in the case of a Holder that elects to convert its Convertible Notes in accordance with the Indenture.

Except as set forth above, the Conversion Rate will not be subject to further adjustment.

A Holder may convert its Convertible Notes at any time prior to the 5:00 p.m. New York City time on June 14, 2023, upon the terms and subject to the conditions of the Indenture.

The Company will settle in cash its entire conversion obligation in respect of the principal amount of Convertible Notes that are so converted on the third business day after the applicable Conversion Date. Therefore, holders that validly convert their Convertible Notes during the three business days immediately preceding to the Fundamental Change Repurchase Date may not receive the cash payment with respect to their Convertible Notes until after the Fundamental Change Repurchase Date.

At the time of this notice the Convertible Notes are eligible for conversion.

In order to convert its Convertible Notes during the Make-Whole Fundamental Change Period, prior to 5:00 p.m. New York City time on October 5, 2017, such holder must:

- (i) in the case of a Global Note, comply with the procedures of DTC in effect at that time and, if required, all transfer or similar taxes, if any, and
- (ii) in the case of a Convertible Note issued in certificated form:
 - (a) complete and sign and deliver the Conversion Notice (a “**Conversion Notice**”), with appropriate signature guarantee, in the form on the reverse of such certificated Convertible Note (or a facsimile thereof) (**Exhibit C** hereto)
 - (b) surrender such Convertible Note, duly endorsed to the Company or in blank (and accompanied by appropriate endorsement and transfer documents), at the office of the Conversion Agent,
 - (c) furnish appropriate endorsements and transfer documents if required by the Registrar or Conversion Agent,
 - (d) if required by Article X of the Indenture, pay the amount of interest the Holder may be paid and
 - (e) pay any transfer or similar tax if required.

The Trustee shall notify the Company of any conversion on the date of such conversion.

Any Convertible Notes as to which an Option of Holder to Elect Repurchase Notice has been given may be converted pursuant to the immediately foregoing paragraph only if the applicable Option of Holder to Elect Repurchase Notice has been properly and validly withdrawn in accordance with the terms of the Indenture, which are described above.

PAYING AGENT

The name and address of the Paying Agent are as follows:

By Regular Mail:

The Bank of New York Mellon Trust Company, N.A.
500 Ross Street, 12th Fl.
Pittsburgh, Pennsylvania 15262
Attention: Corporate Trust Administration

By Certified, Registered Mail or Overnight Courier:

The Bank of New York Mellon Trust Company, N.A.
500 Ross Street, 12th Fl.
Pittsburgh, Pennsylvania 15262
Attention: Corporate Trust Administration

For further information call: 800-254-2826.

CONVERSION AGENT

The name and address of the Conversion Agent are as follows:

By First Class/Registered/Certified Mail:

The Bank of New York Mellon Trust Company, N.A., as trustee
c/o The Bank of New York Mellon
111 Sanders Creek
East Syracuse, New York 13057
Attn: Corporate Trust Operations

By Express/Overnight Delivery:

The Bank of New York Mellon Trust Company, N.A., as trustee
c/o The Bank of New York Mellon
111 Sanders Creek
East Syracuse, New York 13057
Attn: Corporate Trust Operations

In Hand or In Person:

The Bank of New York Mellon Trust Company, N.A., as trustee
c/o The Bank of New York Mellon
111 Sanders Creek
East Syracuse, New York 13057
Attn: Corporate Trust Operations

Delivery of this Option of Holder to Elect Repurchase Notice and all other required documents to an address other than as set forth above does not constitute valid delivery. Delivery of documents to DTC or the Company does not constitute delivery to the Paying Agent or the Conversion Agent. The method of delivery of all documents, including certificates representing the Convertible Notes, is at the risk of the holder. If delivery is by mail, registered mail with return receipt requested, properly insured, is recommended. You must sign this Option of Holder to Elect Repurchase Notice in the appropriate space provided therefore, with signature guarantee if required, and complete the substitute Form W-9 included herein.

BACKUP WITHHOLDING

U.S. federal tax law requires that the Paying Agent withhold 28% of your payment under backup withholding rules unless: (a) you qualify for an exemption or (b) you provide the Paying Agent with your correct taxpayer identification number (“**TIN**”) (generally your Social Security Number or Federal Employer Identification Number) and make certain other required certifications. A U.S. Holder may provide the required information and certifications by submitting the Form W-9 included herein. Certain Holders, including generally all corporations and certain foreign persons, are not subject to backup withholding. A Holder that is a foreign person may qualify as an exempt person for backup withholding purposes and may also demonstrate an exemption from certain nonresident withholding rules by submitting an applicable form W-8, which may be obtained from the IRS website at www.irs.gov.

EXECUTION OF SUPPLEMENTAL INDENTURE

In connection with the Merger and pursuant to Section 10.13 of the Indenture, the Company and the Trustee entered into the First Supplemental Indenture, dated as of September 15, 2017, providing that the Convertible Notes held by each Holder are convertible into the amount of cash which such Holder would have been entitled to receive upon consummation of the Merger had such Convertible Notes been converted into Common

Stock immediately prior to the effective time of the Merger, subject to adjustments set forth in the First Supplemental Indenture.

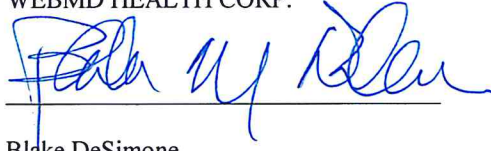
GENERAL

A copy of this Notice of Fundamental Change and Execution of Supplemental Indenture has been sent to all holders of record of the Convertible Notes as of September 15, 2017.

September 15, 2017

WEBMD HEALTH CORP.

By:



Name: Blake DeSimone

Title: Executive Vice President and Chief Financial Officer

EXHIBIT A

OPTION OF HOLDER TO ELECT REPURCHASE NOTICE

Certificate No. of Security: _____

If you elect to have this Security purchased by the Company pursuant to Section 3.01 of the Indenture, check the box:

If you elect to have only part of this Security purchased by the Company pursuant to Section 3.01 of the Indenture state the principal amount:

\$ _____
(in an integral multiple of \$1,000)

Dated: _____

Signature(s): _____

(Sign exactly as your name(s) appear(s) on the other side
of this Security)

Signature(s) guaranteed by: _____

(All signatures must be guaranteed by a guarantor institution participating in the Securities Transfer Agents Medallion Program or in such other guarantee program acceptable to the Trustee.)

Request for Taxpayer Identification Number and Certification

**Give Form to the
 requester. Do not
 send to the IRS.**

Print or type See Specific Instructions on page 2.	1 Name (as shown on your income tax return). Name is required on this line; do not leave this line blank.	
	2 Business name/disregarded entity name, if different from above	
	3 Check appropriate box for federal tax classification; check only one of the following seven boxes: <input type="checkbox"/> Individual/sole proprietor or single-member LLC <input type="checkbox"/> C Corporation <input type="checkbox"/> S Corporation <input type="checkbox"/> Partnership <input type="checkbox"/> Trust/estate <input type="checkbox"/> Limited liability company. Enter the tax classification (C=C corporation, S=S corporation, P=partnership) ▶ _____ Note. For a single-member LLC that is disregarded, do not check LLC; check the appropriate box in the line above for the tax classification of the single-member owner. <input type="checkbox"/> Other (see instructions) ▶ _____	
	4 Exemptions (codes apply only to certain entities, not individuals; see instructions on page 3): Exempt payee code (if any) _____ Exemption from FATCA reporting code (if any) _____ <small>(Applies to accounts maintained outside the U.S.)</small>	
	5 Address (number, street, and apt. or suite no.)	Requester's name and address (optional)
	6 City, state, and ZIP code	
	7 List account number(s) here (optional)	

Part I Taxpayer Identification Number (TIN)

Enter your TIN in the appropriate box. The TIN provided must match the name given on line 1 to avoid backup withholding. For individuals, this is generally your social security number (SSN). However, for a resident alien, sole proprietor, or disregarded entity, see the Part I instructions on page 3. For other entities, it is your employer identification number (EIN). If you do not have a number, see *How to get a TIN* on page 3.

Social security number									

Note. If the account is in more than one name, see the instructions for line 1 and the chart on page 4 for guidelines on whose number to enter.

OR

Employer identification number									

Part II Certification

Under penalties of perjury, I certify that:

1. The number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me); and
2. I am not subject to backup withholding because: (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding; and
3. I am a U.S. citizen or other U.S. person (defined below); and
4. The FATCA code(s) entered on this form (if any) indicating that I am exempt from FATCA reporting is correct.

Certification instructions. You must cross out item 2 above if you have been notified by the IRS that you are currently subject to backup withholding because you have failed to report all interest and dividends on your tax return. For real estate transactions, item 2 does not apply. For mortgage interest paid, acquisition or abandonment of secured property, cancellation of debt, contributions to an individual retirement arrangement (IRA), and generally, payments other than interest and dividends, you are not required to sign the certification, but you must provide your correct TIN. See the instructions on page 3.

Sign Here	Signature of U.S. person ▶	Date ▶
------------------	----------------------------	--------

General Instructions

Section references are to the Internal Revenue Code unless otherwise noted.
Future developments. Information about developments affecting Form W-9 (such as legislation enacted after we release it) is at www.irs.gov/fw9.

Purpose of Form

An individual or entity (Form W-9 requester) who is required to file an information return with the IRS must obtain your correct taxpayer identification number (TIN) which may be your social security number (SSN), individual taxpayer identification number (ITIN), adoption taxpayer identification number (ATIN), or employer identification number (EIN), to report on an information return the amount paid to you, or other amount reportable on an information return. Examples of information returns include, but are not limited to, the following:

- Form 1099-INT (interest earned or paid)
- Form 1099-DIV (dividends, including those from stocks or mutual funds)
- Form 1099-MISC (various types of income, prizes, awards, or gross proceeds)
- Form 1099-B (stock or mutual fund sales and certain other transactions by brokers)
- Form 1099-S (proceeds from real estate transactions)
- Form 1099-K (merchant card and third party network transactions)

- Form 1098 (home mortgage interest), 1098-E (student loan interest), 1098-T (tuition)
- Form 1099-C (canceled debt)
- Form 1099-A (acquisition or abandonment of secured property)

Use Form W-9 only if you are a U.S. person (including a resident alien), to provide your correct TIN.

If you do not return Form W-9 to the requester with a TIN, you might be subject to backup withholding. See What is backup withholding? on page 2.

By signing the filled-out form, you:

1. Certify that the TIN you are giving is correct (or you are waiting for a number to be issued),
2. Certify that you are not subject to backup withholding, or
3. Claim exemption from backup withholding if you are a U.S. exempt payee. If applicable, you are also certifying that as a U.S. person, your allocable share of any partnership income from a U.S. trade or business is not subject to the withholding tax on foreign partners' share of effectively connected income, and
4. Certify that FATCA code(s) entered on this form (if any) indicating that you are exempt from the FATCA reporting, is correct. See *What is FATCA reporting?* on page 2 for further information.

Note. If you are a U.S. person and a requester gives you a form other than Form W-9 to request your TIN, you must use the requester's form if it is substantially similar to this Form W-9.

Definition of a U.S. person. For federal tax purposes, you are considered a U.S. person if you are:

- An individual who is a U.S. citizen or U.S. resident alien;
- A partnership, corporation, company, or association created or organized in the United States or under the laws of the United States;
- An estate (other than a foreign estate); or
- A domestic trust (as defined in Regulations section 301.7701-7).

Special rules for partnerships. Partnerships that conduct a trade or business in the United States are generally required to pay a withholding tax under section 1446 on any foreign partners' share of effectively connected taxable income from such business. Further, in certain cases where a Form W-9 has not been received, the rules under section 1446 require a partnership to presume that a partner is a foreign person, and pay the section 1446 withholding tax. Therefore, if you are a U.S. person that is a partner in a partnership conducting a trade or business in the United States, provide Form W-9 to the partnership to establish your U.S. status and avoid section 1446 withholding on your share of partnership income.

In the cases below, the following person must give Form W-9 to the partnership for purposes of establishing its U.S. status and avoiding withholding on its allocable share of net income from the partnership conducting a trade or business in the United States:

- In the case of a disregarded entity with a U.S. owner, the U.S. owner of the disregarded entity and not the entity;
- In the case of a grantor trust with a U.S. grantor or other U.S. owner, generally, the U.S. grantor or other U.S. owner of the grantor trust and not the trust; and
- In the case of a U.S. trust (other than a grantor trust), the U.S. trust (other than a grantor trust) and not the beneficiaries of the trust.

Foreign person. If you are a foreign person or the U.S. branch of a foreign bank that has elected to be treated as a U.S. person, do not use Form W-9. Instead, use the appropriate Form W-8 or Form 8233 (see Publication 515, Withholding of Tax on Nonresident Aliens and Foreign Entities).

Nonresident alien who becomes a resident alien. Generally, only a nonresident alien individual may use the terms of a tax treaty to reduce or eliminate U.S. tax on certain types of income. However, most tax treaties contain a provision known as a "saving clause." Exceptions specified in the saving clause may permit an exemption from tax to continue for certain types of income even after the payee has otherwise become a U.S. resident alien for tax purposes.

If you are a U.S. resident alien who is relying on an exception contained in the saving clause of a tax treaty to claim an exemption from U.S. tax on certain types of income, you must attach a statement to Form W-9 that specifies the following five items:

1. The treaty country. Generally, this must be the same treaty under which you claimed exemption from tax as a nonresident alien.
2. The treaty article addressing the income.
3. The article number (or location) in the tax treaty that contains the saving clause and its exceptions.
4. The type and amount of income that qualifies for the exemption from tax.
5. Sufficient facts to justify the exemption from tax under the terms of the treaty article.

Example. Article 20 of the U.S.-China income tax treaty allows an exemption from tax for scholarship income received by a Chinese student temporarily present in the United States. Under U.S. law, this student will become a resident alien for tax purposes if his or her stay in the United States exceeds 5 calendar years. However, paragraph 2 of the first Protocol to the U.S.-China treaty (dated April 30, 1984) allows the provisions of Article 20 to continue to apply even after the Chinese student becomes a resident alien of the United States. A Chinese student who qualifies for this exception (under paragraph 2 of the first protocol) and is relying on this exception to claim an exemption from tax on his or her scholarship or fellowship income would attach to Form W-9 a statement that includes the information described above to support that exemption.

If you are a nonresident alien or a foreign entity, give the requester the appropriate completed Form W-8 or Form 8233.

Backup Withholding

What is backup withholding? Persons making certain payments to you must under certain conditions withhold and pay to the IRS 28% of such payments. This is called "backup withholding." Payments that may be subject to backup withholding include interest, tax-exempt interest, dividends, broker and barter exchange transactions, rents, royalties, nonemployee pay, payments made in settlement of payment card and third party network transactions, and certain payments from fishing boat operators. Real estate transactions are not subject to backup withholding.

You will not be subject to backup withholding on payments you receive if you give the requester your correct TIN, make the proper certifications, and report all your taxable interest and dividends on your tax return.

Payments you receive will be subject to backup withholding if:

1. You do not furnish your TIN to the requester,
2. You do not certify your TIN when required (see the Part II instructions on page 3 for details),

3. The IRS tells the requester that you furnished an incorrect TIN,

4. The IRS tells you that you are subject to backup withholding because you did not report all your interest and dividends on your tax return (for reportable interest and dividends only), or

5. You do not certify to the requester that you are not subject to backup withholding under 4 above (for reportable interest and dividend accounts opened after 1983 only).

Certain payees and payments are exempt from backup withholding. See *Exempt payee code* on page 3 and the separate Instructions for the Requester of Form W-9 for more information.

Also see *Special rules for partnerships* above.

What is FATCA reporting?

The Foreign Account Tax Compliance Act (FATCA) requires a participating foreign financial institution to report all United States account holders that are specified United States persons. Certain payees are exempt from FATCA reporting. See *Exemption from FATCA reporting code* on page 3 and the Instructions for the Requester of Form W-9 for more information.

Updating Your Information

You must provide updated information to any person to whom you claimed to be an exempt payee if you are no longer an exempt payee and anticipate receiving reportable payments in the future from this person. For example, you may need to provide updated information if you are a C corporation that elects to be an S corporation, or if you no longer are tax exempt. In addition, you must furnish a new Form W-9 if the name or TIN changes for the account; for example, if the grantor of a grantor trust dies.

Penalties

Failure to furnish TIN. If you fail to furnish your correct TIN to a requester, you are subject to a penalty of \$50 for each such failure unless your failure is due to reasonable cause and not to willful neglect.

Civil penalty for false information with respect to withholding. If you make a false statement with no reasonable basis that results in no backup withholding, you are subject to a \$500 penalty.

Criminal penalty for falsifying information. Willfully falsifying certifications or affirmations may subject you to criminal penalties including fines and/or imprisonment.

Misuse of TINs. If the requester discloses or uses TINs in violation of federal law, the requester may be subject to civil and criminal penalties.

Specific Instructions

Line 1

You must enter one of the following on this line; **do not** leave this line blank. The name should match the name on your tax return.

If this Form W-9 is for a joint account, list first, and then circle, the name of the person or entity whose number you entered in Part I of Form W-9.

a. **Individual.** Generally, enter the name shown on your tax return. If you have changed your last name without informing the Social Security Administration (SSA) of the name change, enter your first name, the last name as shown on your social security card, and your new last name.

Note. ITIN applicant: Enter your individual name as it was entered on your Form W-7 application, line 1a. This should also be the same as the name you entered on the Form 1040/1040A/1040EZ you filed with your application.

b. **Sole proprietor or single-member LLC.** Enter your individual name as shown on your 1040/1040A/1040EZ on line 1. You may enter your business, trade, or "doing business as" (DBA) name on line 2.

c. **Partnership, LLC that is not a single-member LLC, C Corporation, or S Corporation.** Enter the entity's name as shown on the entity's tax return on line 1 and any business, trade, or DBA name on line 2.

d. **Other entities.** Enter your name as shown on required U.S. federal tax documents on line 1. This name should match the name shown on the charter or other legal document creating the entity. You may enter any business, trade, or DBA name on line 2.

e. **Disregarded entity.** For U.S. federal tax purposes, an entity that is disregarded as an entity separate from its owner is treated as a "disregarded entity." See Regulations section 301.7701-2(c)(2)(iii). Enter the owner's name on line 1. The name of the entity entered on line 1 should never be a disregarded entity. The name on line 1 should be the name shown on the income tax return on which the income should be reported. For example, if a foreign LLC that is treated as a disregarded entity for U.S. federal tax purposes has a single owner that is a U.S. person, the U.S. owner's name is required to be provided on line 1. If the direct owner of the entity is also a disregarded entity, enter the first owner that is not disregarded for federal tax purposes. Enter the disregarded entity's name on line 2, "Business name/disregarded entity name." If the owner of the disregarded entity is a foreign person, the owner must complete an appropriate Form W-8 instead of a Form W-9. This is the case even if the foreign person has a U.S. TIN.

Line 2

If you have a business name, trade name, DBA name, or disregarded entity name, you may enter it on line 2.

Line 3

Check the appropriate box in line 3 for the U.S. federal tax classification of the person whose name is entered on line 1. Check only one box in line 3.

Limited Liability Company (LLC). If the name on line 1 is an LLC treated as a partnership for U.S. federal tax purposes, check the "Limited Liability Company" box and enter "P" in the space provided. If the LLC has filed Form 8832 or 2553 to be taxed as a corporation, check the "Limited Liability Company" box and in the space provided enter "C" for C corporation or "S" for S corporation. If it is a single-member LLC that is a disregarded entity, do not check the "Limited Liability Company" box; instead check the first box in line 3 "Individual/sole proprietor or single-member LLC."

Line 4, Exemptions

If you are exempt from backup withholding and/or FATCA reporting, enter in the appropriate space in line 4 any code(s) that may apply to you.

Exempt payee code.

- Generally, individuals (including sole proprietors) are not exempt from backup withholding.
- Except as provided below, corporations are exempt from backup withholding for certain payments, including interest and dividends.
- Corporations are not exempt from backup withholding for payments made in settlement of payment card or third party network transactions.
- Corporations are not exempt from backup withholding with respect to attorneys' fees or gross proceeds paid to attorneys, and corporations that provide medical or health care services are not exempt with respect to payments reportable on Form 1099-MISC.

The following codes identify payees that are exempt from backup withholding. Enter the appropriate code in the space in line 4.

- 1—An organization exempt from tax under section 501(a), any IRA, or a custodial account under section 403(b)(7) if the account satisfies the requirements of section 401(f)(2)
- 2—The United States or any of its agencies or instrumentalities
- 3—A state, the District of Columbia, a U.S. commonwealth or possession, or any of their political subdivisions or instrumentalities
- 4—A foreign government or any of its political subdivisions, agencies, or instrumentalities
- 5—A corporation
- 6—A dealer in securities or commodities required to register in the United States, the District of Columbia, or a U.S. commonwealth or possession
- 7—A futures commission merchant registered with the Commodity Futures Trading Commission
- 8—A real estate investment trust
- 9—An entity registered at all times during the tax year under the Investment Company Act of 1940
- 10—A common trust fund operated by a bank under section 584(a)
- 11—A financial institution
- 12—A middleman known in the investment community as a nominee or custodian
- 13—A trust exempt from tax under section 664 or described in section 4947

The following chart shows types of payments that may be exempt from backup withholding. The chart applies to the exempt payees listed above, 1 through 13.

IF the payment is for . . .	THEN the payment is exempt for . . .
Interest and dividend payments	All exempt payees except for 7
Broker transactions	Exempt payees 1 through 4 and 6 through 11 and all C corporations. S corporations must not enter an exempt payee code because they are exempt only for sales of noncovered securities acquired prior to 2012.
Barter exchange transactions and patronage dividends	Exempt payees 1 through 4
Payments over \$600 required to be reported and direct sales over \$5,000 ¹	Generally, exempt payees 1 through 5 ²
Payments made in settlement of payment card or third party network transactions	Exempt payees 1 through 4

¹ See Form 1099-MISC, Miscellaneous Income, and its instructions.

² However, the following payments made to a corporation and reportable on Form 1099-MISC are not exempt from backup withholding: medical and health care payments, attorneys' fees, gross proceeds paid to an attorney reportable under section 6045(f), and payments for services paid by a federal executive agency.

Exemption from FATCA reporting code. The following codes identify payees that are exempt from reporting under FATCA. These codes apply to persons submitting this form for accounts maintained outside of the United States by certain foreign financial institutions. Therefore, if you are only submitting this form for an account you hold in the United States, you may leave this field blank. Consult with the person requesting this form if you are uncertain if the financial institution is subject to these requirements. A requester may indicate that a code is not required by providing you with a Form W-9 with "Not Applicable" (or any similar indication) written or printed on the line for a FATCA exemption code.

A—An organization exempt from tax under section 501(a) or any individual retirement plan as defined in section 7701(a)(37)

B—The United States or any of its agencies or instrumentalities

C—A state, the District of Columbia, a U.S. commonwealth or possession, or any of their political subdivisions or instrumentalities

D—A corporation the stock of which is regularly traded on one or more established securities markets, as described in Regulations section 1.1472-1(c)(1)(i)

E—A corporation that is a member of the same expanded affiliated group as a corporation described in Regulations section 1.1472-1(c)(1)(i)

F—A dealer in securities, commodities, or derivative financial instruments (including notional principal contracts, futures, forwards, and options) that is registered as such under the laws of the United States or any state

G—A real estate investment trust

H—A regulated investment company as defined in section 851 or an entity registered at all times during the tax year under the Investment Company Act of 1940

I—A common trust fund as defined in section 584(a)

J—A bank as defined in section 581

K—A broker

L—A trust exempt from tax under section 664 or described in section 4947(a)(1)

M—A tax exempt trust under a section 403(b) plan or section 457(g) plan

Note. You may wish to consult with the financial institution requesting this form to determine whether the FATCA code and/or exempt payee code should be completed.

Line 5

Enter your address (number, street, and apartment or suite number). This is where the requester of this Form W-9 will mail your information returns.

Line 6

Enter your city, state, and ZIP code.

Part I. Taxpayer Identification Number (TIN)

Enter your TIN in the appropriate box. If you are a resident alien and you do not have and are not eligible to get an SSN, your TIN is your IRS individual taxpayer identification number (ITIN). Enter it in the social security number box. If you do not have an ITIN, see *How to get a TIN* below.

If you are a sole proprietor and you have an EIN, you may enter either your SSN or EIN. However, the IRS prefers that you use your SSN.

If you are a single-member LLC that is disregarded as an entity separate from its owner (see *Limited Liability Company (LLC)* on this page), enter the owner's SSN (or EIN, if the owner has one). Do not enter the disregarded entity's EIN. If the LLC is classified as a corporation or partnership, enter the entity's EIN.

Note. See the chart on page 4 for further clarification of name and TIN combinations.

How to get a TIN. If you do not have a TIN, apply for one immediately. To apply for an SSN, get Form SS-5, Application for a Social Security Card, from your local SSA office or get this form online at www.ssa.gov. You may also get this form by calling 1-800-772-1213. Use Form W-7, Application for IRS Individual Taxpayer Identification Number, to apply for an ITIN, or Form SS-4, Application for Employer Identification Number, to apply for an EIN. You can apply for an EIN online by accessing the IRS website at www.irs.gov/businesses and clicking on Employer Identification Number (EIN) under Starting a Business. You can get Forms W-7 and SS-4 from the IRS by visiting IRS.gov or by calling 1-800-TAX-FORM (1-800-829-3676).

If you are asked to complete Form W-9 but do not have a TIN, apply for a TIN and write "Applied For" in the space for the TIN, sign and date the form, and give it to the requester. For interest and dividend payments, and certain payments made with respect to readily tradable instruments, generally you will have 60 days to get a TIN and give it to the requester before you are subject to backup withholding on payments. The 60-day rule does not apply to other types of payments. You will be subject to backup withholding on all such payments until you provide your TIN to the requester.

Note. Entering "Applied For" means that you have already applied for a TIN or that you intend to apply for one soon.

Caution: A disregarded U.S. entity that has a foreign owner must use the appropriate Form W-8.

Part II. Certification

To establish to the withholding agent that you are a U.S. person, or resident alien, sign Form W-9. You may be requested to sign by the withholding agent even if items 1, 4, or 5 below indicate otherwise.

For a joint account, only the person whose TIN is shown in Part I should sign (when required). In the case of a disregarded entity, the person identified on line 1 must sign. Exempt payees, see *Exempt payee code* earlier.

Signature requirements. Complete the certification as indicated in items 1 through 5 below.

1. Interest, dividend, and barter exchange accounts opened before 1984 and broker accounts considered active during 1983. You must give your correct TIN, but you do not have to sign the certification.

2. Interest, dividend, broker, and barter exchange accounts opened after 1983 and broker accounts considered inactive during 1983. You must sign the certification or backup withholding will apply. If you are subject to backup withholding and you are merely providing your correct TIN to the requester, you must cross out item 2 in the certification before signing the form.

3. Real estate transactions. You must sign the certification. You may cross out item 2 of the certification.

4. Other payments. You must give your correct TIN, but you do not have to sign the certification unless you have been notified that you have previously given an incorrect TIN. "Other payments" include payments made in the course of the requester's trade or business for rents, royalties, goods (other than bills for merchandise), medical and health care services (including payments to corporations), payments to a nonemployee for services, payments made in settlement of payment card and third party network transactions, payments to certain fishing boat crew members and fishermen, and gross proceeds paid to attorneys (including payments to corporations).

5. Mortgage interest paid by you, acquisition or abandonment of secured property, cancellation of debt, qualified tuition program payments (under section 529), IRA, Coverdell ESA, Archer MSA or HSA contributions or distributions, and pension distributions. You must give your correct TIN, but you do not have to sign the certification.

What Name and Number To Give the Requester

For this type of account:	Give name and SSN of:
1. Individual	The individual
2. Two or more individuals (joint account)	The actual owner of the account or, if combined funds, the first individual on the account ¹
3. Custodian account of a minor (Uniform Gift to Minors Act)	The minor ²
4. a. The usual revocable savings trust (grantor is also trustee) b. So-called trust account that is not a legal or valid trust under state law	The grantor-trustee ¹ The actual owner ¹
5. Sole proprietorship or disregarded entity owned by an individual	The owner ³
6. Grantor trust filing under Optional Form 1099 Filing Method 1 (see Regulations section 1.671-4(b)(2)(i)(A))	The grantor [*]
For this type of account:	Give name and EIN of:
7. Disregarded entity not owned by an individual	The owner
8. A valid trust, estate, or pension trust	Legal entity ⁴
9. Corporation or LLC electing corporate status on Form 8832 or Form 2553	The corporation
10. Association, club, religious, charitable, educational, or other tax-exempt organization	The organization
11. Partnership or multi-member LLC	The partnership
12. A broker or registered nominee	The broker or nominee
13. Account with the Department of Agriculture in the name of a public entity (such as a state or local government, school district, or prison) that receives agricultural program payments	The public entity
14. Grantor trust filing under the Form 1041 Filing Method or the Optional Form 1099 Filing Method 2 (see Regulations section 1.671-4(b)(2)(i)(B))	The trust

¹ List first and circle the name of the person whose number you furnish. If only one person on a joint account has an SSN, that person's number must be furnished.

² Circle the minor's name and furnish the minor's SSN.

³ You must show your individual name and you may also enter your business or DBA name on the "Business name/disregarded entity" name line. You may use either your SSN or EIN (if you have one), but the IRS encourages you to use your SSN.

⁴ List first and circle the name of the trust, estate, or pension trust. (Do not furnish the TIN of the personal representative or trustee unless the legal entity itself is not designated in the account title.) Also see *Special rules for partnerships* on page 2.

*Note. Grantor also must provide a Form W-9 to trustee of trust.

Note. If no name is circled when more than one name is listed, the number will be considered to be that of the first name listed.

Secure Your Tax Records from Identity Theft

Identity theft occurs when someone uses your personal information such as your name, SSN, or other identifying information, without your permission, to commit fraud or other crimes. An identity thief may use your SSN to get a job or may file a tax return using your SSN to receive a refund.

To reduce your risk:

- Protect your SSN,
- Ensure your employer is protecting your SSN, and
- Be careful when choosing a tax preparer.

If your tax records are affected by identity theft and you receive a notice from the IRS, respond right away to the name and phone number printed on the IRS notice or letter.

If your tax records are not currently affected by identity theft but you think you are at risk due to a lost or stolen purse or wallet, questionable credit card activity or credit report, contact the IRS Identity Theft Hotline at 1-800-908-4490 or submit Form 14039.

For more information, see Publication 4535, *Identity Theft Prevention and Victim Assistance*.

Victims of identity theft who are experiencing economic harm or a system problem, or are seeking help in resolving tax problems that have not been resolved through normal channels, may be eligible for Taxpayer Advocate Service (TAS) assistance. You can reach TAS by calling the TAS toll-free case intake line at 1-877-777-4778 or TTY/TDD 1-800-829-4059.

Protect yourself from suspicious emails or phishing schemes. Phishing is the creation and use of email and websites designed to mimic legitimate business emails and websites. The most common act is sending an email to a user falsely claiming to be an established legitimate enterprise in an attempt to scam the user into surrendering private information that will be used for identity theft.

The IRS does not initiate contacts with taxpayers via emails. Also, the IRS does not request personal detailed information through email or ask taxpayers for the PIN numbers, passwords, or similar secret access information for their credit card, bank, or other financial accounts.

If you receive an unsolicited email claiming to be from the IRS, forward this message to phishing@irs.gov. You may also report misuse of the IRS name, logo, or other IRS property to the Treasury Inspector General for Tax Administration (TIGTA) at 1-800-366-4484. You can forward suspicious emails to the Federal Trade Commission at: spam@uce.gov or contact them at www.ftc.gov/idtheft or 1-877-IDTHEFT (1-877-438-4338).

Visit IRS.gov to learn more about identity theft and how to reduce your risk.

Privacy Act Notice

Section 6109 of the Internal Revenue Code requires you to provide your correct TIN to persons (including federal agencies) who are required to file information returns with the IRS to report interest, dividends, or certain other income paid to you; mortgage interest you paid; the acquisition or abandonment of secured property; the cancellation of debt; or contributions you made to an IRA, Archer MSA, or HSA. The person collecting this form uses the information on the form to file information returns with the IRS, reporting the above information. Routine uses of this information include giving it to the Department of Justice for civil and criminal litigation and to cities, states, the District of Columbia, and U.S. commonwealths and possessions for use in administering their laws. The information also may be disclosed to other countries under a treaty, to federal and state agencies to enforce civil and criminal laws, or to federal law enforcement and intelligence agencies to combat terrorism. You must provide your TIN whether or not you are required to file a tax return. Under section 3406, payers must generally withhold a percentage of taxable interest, dividend, and certain other payments to a payee who does not give a TIN to the payer. Certain penalties may also apply for providing false or fraudulent information.

GENERAL INSTRUCTIONS TO THE OPTION OF HOLDER TO ELECT REPURCHASE NOTICE

1. ***Please do not send Convertible Note certificates directly to the Company.***

If you hold your Convertible Notes in certificated form, your Convertible Note certificates, together with your signed and completed Option of Holder to Elect Repurchase Notice, should be mailed, or otherwise delivered, to the Paying Agent, at the appropriate address indicated on the fourth page hereof.

2. ***Signature, Assignments and Medallion Stamp Requirements.***

If this Option of Holder to Elect Repurchase Notice is signed by the registered Holder(s) of the Convertible Notes transmitted herewith, the signature(s) must correspond exactly with the name(s) of such registered Holder(s). If this Option of Holder to Elect Repurchase Notice is signed by trustees, executors, administrators, guardians, attorneys-in-fact, officers of companies or other persons acting in a fiduciary or representative capacity, such persons should so indicate when signing, and proper evidence satisfactory to the Company of their authority so to act must be submitted, and the signature(s) must be properly guaranteed by a commercial bank, broker, dealer, municipal securities dealer, municipal securities broker, government securities dealer, government securities broker, credit union, national securities exchange, registered securities association, clearing agency or savings association, and in each case such guarantor must be a member of or a participant in the Securities Transfer Agents Medallion Program or in such other guarantee program acceptable to the Trustee.

If Convertible Notes or assignment(s) are signed by trustees, executors, administrators, guardians, attorneys-in-fact, officers of companies or other persons acting in a fiduciary or representative capacity, such persons should so indicate when signing, and proper evidence satisfactory to the Company of their authority to so act must be submitted, and the signature(s) must be properly guaranteed by a commercial bank, broker, dealer, municipal securities dealer, municipal securities broker, government securities dealer, government securities broker, credit union, national securities exchange, registered securities association, clearing agency or savings association, and in each case such guarantor must be a member of or a participant in the Securities Transfer Agents Medallion Program or in such other guarantee program acceptable to the Trustee.

3. ***Certificate or Check to be Issued in a Different Name.***

If a check is to be issued in a name other than that of the registered Holder(s) of the Convertible Notes, the related Convertible Note certificates must be properly endorsed or be accompanied by appropriate bond powers (which may consist of this Fundamental Change Notice), properly executed by the registered Holder(s), so that such endorsement or bond powers are signed exactly as the name(s) of the registered Holder(s) appear on the Convertible Note certificates, and the signature(s) must be properly guaranteed by a commercial bank, broker, dealer, municipal securities dealer, municipal securities broker, government securities dealer, government securities broker, credit union, national securities exchange, registered securities association, clearing agency or savings association, and in each case such guarantor must be a member of or a participant in the Securities Transfer Agents Medallion Program or in such other guarantee program acceptable to the Trustee.

If the Option of Holder to Elect Repurchase Notice is signed by someone other than the registered owner, who is not a person described in the preceding paragraph, the Convertible Note certificates must be properly endorsed or be accompanied by appropriate bond powers (which may consist of this Option of Holder to Elect Repurchase Notice), properly executed by the registered Holder(s), so that such endorsement or bond powers are signed exactly as the name(s) of the registered Holder(s) appear on the Convertible Notes, and the signature(s) must be properly guaranteed by a commercial bank, broker, dealer, municipal securities dealer, municipal securities broker, government securities dealer, government securities broker, credit union, national securities exchange, registered securities association, clearing agency or savings association, and in each case such guarantor must be a member of or a participant in the Securities Transfer Agents Medallion Program or in such other guarantee program acceptable to the Trustee.

4. ***Joint Holders and Debenture Certificates Registered in Different Names.***

If Convertible Notes in certificated form are tendered by joint Holders, all such persons must sign the Option of Holder to Elect Repurchase Notice.

5. ***Lost or Destroyed Certificates for Securities.***

If your Convertible Note certificates have been either lost or destroyed, notify the Trustee of this fact promptly by telephoning the Trustee at The Bank of New York Mellon Trust Company, N.A., Corporate Trust Administration at 800-254-2826. You will then be instructed as to the steps you must take in order to have your Convertible Notes purchased. This Option of Holder to Elect Repurchase Notice and related documents cannot be processed until the lost certificates procedures have been completed.

6. ***Questions on How to Submit Your Convertible Security Certificates.***

Questions and requests for assistance on how to submit your Convertible Notes in certificated form, as well as requests for additional copies of this Option of Holder to Elect Repurchase Notice should be directed to the Trustee at one of the addresses set forth on the fourth page hereof or by telephoning The Bank of New York Mellon Trust Company, N.A., Corporate Trust Administration at 800-254-2826.

7. ***Backup and Nonresident Withholding.***

In order to avoid backup withholding of federal income tax on the cash received upon the surrender of Convertible Notes for purchase, a Holder that is a United States person must, unless an exemption applies, provide the Paying Agent with his or her correct taxpayer identification number ("TIN") on the Form W-9 included herein and certify, under penalties of perjury, that such number is correct and that he or she is not subject to backup withholding. If the correct TIN is not provided, the Internal Revenue Service may impose a \$50 penalty and payments made with respect to the surrendered Convertible Notes may be subject to backup withholding of 28%.

Backup withholding is not an additional federal income tax. Rather, the federal income tax liability of persons subject to backup withholding will be reduced by the amount of tax withheld. If backup withholding results in an overpayment of taxes, a refund may be obtained, provided the required information is thereby furnished to the Internal Revenue Service.

The TIN to be provided on the Form W-9 is that of the registered holder(s) of the Convertible Notes. The TIN for an individual is his or her social security number. The person surrendering the Convertible Notes may indicate that such person has not been issued a TIN and has applied for a TIN or intends to apply for a TIN in the near future by writing "Applied For" in Part I of the Form W-9. Notwithstanding the indication of awaiting TIN status in Part I, the Paying Agent will withhold 28% on any payment with respect to the Convertible Notes made prior to the time it is provided with a properly certified TIN.

Exempt persons (including, among others, generally all corporations and certain foreign persons) are not subject to backup withholding (although foreign persons may be subject to nonresident withholding unless certain requirements are met).

A holder that is a foreign person may qualify as an exempt person for backup withholding purposes and may also demonstrate an exemption from certain nonresident withholding rules by submitting an applicable Form W-8, which can be obtained from the IRS website at <http://www.irs.gov>. A Holder of Convertible Notes should consult his or her tax advisor as to his or her qualification for an exemption from backup and nonresident withholding and the procedure for obtaining such exemptions.

EXHIBIT B

WITHDRAWAL NOTICE

If you wish to exercise your option to withdraw an Option of Holder to Elect Repurchase Notice previously given with respect to all or any portion of your 2.625% Convertible Notes due 2023 (CUSIP Nos. 94770V AL6 and 94770V AM4) (the “Convertible Notes”) and you hold beneficial interests in the Convertible Notes held in global form pursuant to the book-entry transfer system of The Depository Trust Company (“DTC”), you should complete the appropriate instruction form pursuant to DTC’s book-entry system, deliver by book-entry delivery an interest in such Convertible Notes in global form and an agent’s message and follow such other directions as instructed by DTC.

If you wish to withdraw an Option of Holder to Elect Repurchase Notice with respect to your Convertible Notes in certificated form, the Withdrawal Notice **MUST BE RECEIVED** by The Bank of New York Mellon Trust Company, N.A. (the “Paying Agent”), at one of the addresses set forth below prior to 5:00 p.m., New York City time, on October 25, 2017.

By First Class/Registered/ Certified Mail:	By Express/Overnight Delivery:	In Hand or In Person:
The Bank of New York Mellon Trust Company, N.A., as trustee c/o The Bank of New York Mellon 111 Sanders Creek East Syracuse, New York 13057 Attn: Corporate Trust Operations	The Bank of New York Mellon Trust Company, N.A., as trustee c/o The Bank of New York Mellon 111 Sanders Creek East Syracuse, New York 13057 Attn: Corporate Trust Operations	The Bank of New York Mellon Trust Company, N.A., as trustee c/o The Bank of New York Mellon 111 Sanders Creek East Syracuse, New York 13057 Attn: Corporate Trust Operations

For further information call: 800-254-2826.

Delivery of this Withdrawal Notice and all other required documents to an address other than as set forth above does not constitute valid delivery to the Paying Agent. Delivery of documents to DTC or the Company does not constitute delivery to the Paying Agent. The method of delivery of all documents is at the risk of the Holder. If delivery is by mail, registered mail with return receipt requested, properly insured, is recommended. You must sign this Withdrawal Notice in the appropriate space provided therefor, with signature guarantee if required.

Please note that if you are withdrawing an Option of Holder to Elect Repurchase Notice with respect to Convertible Notes held in global form pursuant to the book-entry transfer system of DTC, you do not need to complete and return this Withdrawal Notice. See “Notice of Withdrawal in the Option of Holder to Elect Repurchase Notice” for a description of withdrawal procedures for beneficial interests in Convertible Notes owned through DTC’s book-entry system.

**ITEM A.
DESCRIPTION OF CONVERTIBLE NOTES BEING WITHDRAWN**

Name and Address of Registered Holder	Certificates Withdrawn (Please fill in numbers and amounts and attach sheet if the space below is inadequate.)			
	Certificate Number(s)	Principal Amount	Principal Amount being Withdrawn (if less than all) (must be in integral multiples of \$1,000.00)	Principal Amount remaining subject to repurchase by the Company (if any) (must be in integral multiples of \$1,000.00)
			Total Principal Amount \$ _____	Total Principal Amount \$ _____

**ITEM B.
REQUIRED SIGNATURES**

The signature(s) on this Withdrawal Notice must correspond exactly with the name(s) of the: (1) registered owner(s) of the Convertible Note certificate(s) being withdrawn, or (2) person(s) to whom each such certificate has been properly assigned and transferred, in which case evidence of transfer must accompany this Withdrawal Notice.

Dated: _____

Signature: _____

Signature: _____

Telephone: (____) _____

Social Security Number or
Employer I.D. Number: _____

←
**PLEASE
SIGN
HERE**

CONFIRMATION OF EXERCISE OF WITHDRAWAL OPTION

The signature(s) of the Holder(s) above is confirmation that the Holder(s) is/are electing that such Convertible Notes described in Item A, above, shall be withdrawn from Holder's previously delivered Option of Holder to Elect Repurchase Notice and shall not be repurchased on the Fundamental Change Repurchase Date, as provided for in the Convertible Notes and in the Indenture.

GENERAL INSTRUCTIONS TO THE WITHDRAWAL NOTICE

1. *Signature, Assignments and Medallion Stamp Requirements.*

If this Withdrawal Notice is signed by the registered Holder(s) of the Convertible Notes transmitted herewith, the signature(s) must correspond exactly with the name(s) of such registered Holder(s). If this Withdrawal Notice is signed by trustees, executors, administrators, guardians, attorneys-in-fact, officers of companies or other persons acting in a fiduciary or representative capacity, such persons should so indicate when signing, and proper evidence satisfactory to the Company of their authority so to act must be submitted, and the signature(s) must be properly guaranteed by a commercial bank, broker, dealer, municipal securities dealer, municipal securities broker, government securities dealer, government securities broker, credit union, national securities exchange, registered securities association, clearing agency or savings association, and in each case such guarantor must be a member of or a participant in the Securities Transfer Agents Medallion Program or in such other guarantee program acceptable to the Trustee.

If Convertible Notes or assignment(s) are signed by trustees, executors, administrators, guardians, attorneys-in-fact, officers of companies or other persons acting in a fiduciary or representative capacity, such persons should so indicate when signing, and proper evidence satisfactory to the Company of their authority to so act must be submitted, and the signature(s) must be properly guaranteed by a commercial bank, broker, dealer, municipal securities dealer, municipal securities broker, government securities dealer, government securities broker, credit union, national securities exchange, registered securities association, clearing agency or savings association, and in each case such guarantor must be a member of or a participant in the Securities Transfer Agents Medallion Program or in such other guarantee program acceptable to the Trustee.

2. *Joint Holders and Debenture Certificates Registered in Different Names.*

If Convertible Notes in certificated form are withdrawn by joint Holders, all such persons must sign the Withdrawal Notice in Item B.

EXHIBIT C

CONVERSION NOTICE

To convert this Security into Common Stock, check the box:

To convert only part of this Security, state the principal amount to be converted (must be in multiples of \$1,000):

\$ _____

If you want the stock certificate, if any, made out in another person's name, fill in the form below:

(Insert other person's soc. sec. or tax I.D. no.)

(Print or type other person's name, address and zip code)

Date: _____

Signature(s): _____

(Sign exactly as your name(s) appear(s) on the other side of this Security)