

PLAN OF DISTRIBUTION

The Senior Notes are being offered by Citigroup Global Markets Inc. (in such capacity, the "Initial Purchaser") pursuant to a purchase agreement with the Co-Issuers (the "Purchase Agreement"). The Income Notes are being offered by the Issuer through Citigroup Global Markets Inc. (in such capacity, the "Placement Agent") pursuant to the Placement Agency Agreement to prospective purchasers from time to time in individually negotiated transactions at varying prices to be determined in each case at the time of sale. The Notes will be offered as set forth in "Purchase and Transfer Restrictions."

The Purchase Agreement provides that the obligation of the Initial Purchaser to purchase the Senior Notes is subject to approval of legal matters by counsel and to other conditions. The Initial Purchaser must purchase all the Senior Notes if it purchases any of such Securities.

In connection with sales outside the United States, with respect to the Notes, the Initial Purchaser or Placement Agent, as applicable, has agreed that, except as permitted by the Purchase Agreement or Placement Agency Agreement, it will not offer or sell such Notes within the United States or to, or for the account or benefit of, U.S. Persons (i) as part of its distribution at any time or (ii) otherwise until 40 days after the later of the commencement of the offering and the Closing Date, and it will have sent to each dealer to which it sells such Notes during the 40-day restricted period, a confirmation or other notice setting forth the restrictions on offers and sales of such Notes within the United States or to, or for the account or benefit of, U.S. Persons. In addition, until 40 days after the commencement of this offering, an offer or sale of such Notes within the United States by a dealer that is not participating in this offering may violate the registration requirements of the Securities Act if that offer or sale is made otherwise than in accordance with Rule 144A.

No action is being taken or is contemplated by the Co-Issuers that would permit a public offering of the Securities or possession or distribution of this Offering Circular or any amendment thereof, any supplement thereto or any other offering material relating to the Issuer or the Securities in any jurisdiction where, or in any other circumstances in which, action for those purposes is required.

The Initial Purchaser and the Placement Agent or their respective Affiliates may have had in the past and may in the future have business relationships and dealings with one or more Obligor and their Affiliates and may own equity or debt securities issued by such entities or their Affiliates. The Initial Purchaser and the Placement Agent or their respective Affiliates may have provided and may in the future provide investment banking services to an Obligor or its Affiliates and may have received or may receive compensation for such services.

The Issuer has agreed to indemnify the Initial Purchaser and the Placement Agent against certain liabilities in connection with the transactions described herein, including liabilities under the Securities Act, and has agreed to contribute to payments that the Initial Purchaser and the Placement Agent may be required to make in respect thereof.

The Securities are offered when, as and if issued, subject to prior sale or withdrawal, cancellation or modification of the offer without notice and subject to approval of certain legal matters by counsel and certain other conditions.

The Securities will constitute new classes of securities with no established trading market. Such a market may or may not develop, but the Initial Purchaser and the Placement Agent are not under any obligation to make such a market, and if they do make such a market they may discontinue any market-making activities with respect to the Securities at any time without notice. In addition, market-making activity will be subject to the limits imposed by the Securities Act and the Exchange Act. Accordingly, no assurances can be made as to the liquidity of or the trading market for the Securities.

Citigroup Global Markets Inc. may be contacted at 390 Greenwich Street, New York, New York 10013, Attention: Global Structured Credit Product Group.