

U.S. federal income tax purposes, except to the extent that the Notes are considered debt-financed property (as defined in the Code) of that entity. A tax-exempt holder that owns more than 50% of the Outstanding Income Notes and also owns Senior Notes should consider the possible application of the special UBTI rules for amounts received from controlled entities.

A tax-exempt entity may not make a QEF election if the tax-exempt entity would not otherwise be subject to tax on income from the Income Notes.

Tax Treatment of Non-U.S. Holders

A non-U.S. holder of the Notes (regardless of whether the Notes are treated as debt or equity) will be exempt from any U.S. federal income or withholding taxes with respect to gain derived from the sale, exchange, or redemption of, or any distributions received in respect of, the Notes, unless such gain or distributions are effectively connected with a U.S. trade or business of such holder, or, in the case of gain, such holder is a nonresident alien individual who holds the Notes as a capital asset and who is present in the United States more than 182 days in the taxable year of the sale and certain other conditions are met. A non-U.S. holder will not be considered to be engaged in a U.S. trade or business solely by reason of holding Notes. "Non-effectively connected" gain or distributions received by a non-U.S. holder will not be subject to U.S. information reporting requirements or U.S. backup withholding, although such holders may be required to furnish a certificate to the paying agent of the Issuer attesting to their status as non-U.S. holders.

Information Reporting and Backup Withholding

Information reporting to the IRS generally will be required with respect to payments on the Notes and proceeds of the sale of the Notes to holders other than corporations and other exempt recipients. A "backup" withholding tax will apply to those payments if such holder fails to provide certain identifying information (such as such holder's taxpayer identification number) to the Trustee or other paying agent. Non-U.S. holders may be required to comply with applicable certification procedures to establish that they are not U.S. holders in order to avoid the application of such information reporting requirements and backup withholding.

Transfer Reporting Requirements

Treasury regulations require reporting for certain transfers of property (including cash) to a foreign corporation by U.S. persons. In general, U.S. holders who acquire Income Notes are required to file a Form 926 with the IRS and to supply certain information to the IRS. If a U.S. holder fails to comply with the reporting requirements, the U.S. holder may be subject to a penalty equal to 10% of the gross amount paid for the applicable Notes, subject to a maximum penalty of U.S. \$100,000 (except in cases involving intentional disregard). Purchasers of Income Notes are urged to consult their tax advisors regarding these reporting requirements.

In addition, the Code and related Treasury regulations require that any U.S. holder that directly or indirectly owns a significant portion of the voting power or value of the Issuer's equity (generally 10 percent, but in some cases more than 50 percent) must comply with certain reporting requirements. While it is unclear how the voting power of the applicable Notes would be measured for this purpose, a U.S. Holder that owns less than 10 percent (or 50 percent or less, as applicable) of the applicable Notes should not be required to file this return. In general, such holders of the applicable percentage of the voting power or value of the Issuer's equity are required to file a Form 5471 with the IRS and to supply certain information with the IRS, including with respect to the activities and assets of the Issuer and other holders of the Income Notes. If a U.S. holder fails to comply with the reporting requirements, the U.S. holder may be subject to a penalty, depending on the circumstances, equal to U.S. \$10,000 for each failure to comply, subject to a maximum of U.S. \$60,000. Purchasers of Income Notes are urged to consult their tax advisors regarding these reporting requirements.

Cayman Islands Tax Considerations

The following summary is a general description of certain Cayman Islands tax considerations relating to the Notes issued by the Issuer and does not purport to be a complete analysis of all Cayman Islands tax considerations