

Moreover, purchase of ERISA Limited Securities represented by Global Securities will be limited by deeming each purchaser of such a Security by its purchasing and holding to represent, warrant and covenant that, for so long as it holds a beneficial interest in such Securities, it (and each account for which it is acquiring such Securities) is not a Benefit Plan Investor or, except with respect to ERISA Limited Securities purchased by a Controlling Person on the Closing Date, a Controlling Person.

There can be no assurance that there will not be circumstances in which transfers of an interest in an ERISA Limited Security will be restricted in order to comply with the aforementioned limitations. Moreover, there can be no assurance that, despite the restrictions relating to purchases by or transfers to Benefit Plan Investors and Controlling Persons and the procedures to be employed by the Initial Purchaser, participation by Benefit Plan Investors in the ERISA Limited Securities will not be "significant."

Each Plan fiduciary who is responsible for making the investment decisions whether to purchase or commit to purchase and to hold Securities should determine whether, under the general fiduciary standards of investment prudence and diversification and under the documents and instruments governing the Plan, an investment in such Securities is appropriate for the Plan, taking into account the overall investment policy of the Plan and the composition of the Plan's investment portfolio. Any Plan proposing to invest in Securities should consult with its counsel to confirm that such investment will not result in a prohibited transaction and will satisfy the other requirements of ERISA and the Code.

The sale of any Securities to a purchaser is in no respect a representation by any Transaction Party or any of its respective Affiliates that such an investment meets all relevant legal requirements with respect to investments by purchasers generally or any particular purchaser, or that such an investment is appropriate for purchasers generally or any particular purchaser.

LISTING AND GENERAL INFORMATION

1. Application has been made to the Central Bank for the Prospectus to be approved. Application has been made to the Irish Stock Exchange for the Notes to be admitted to the Official List and trading on its regulated market, but there can be no assurance that such a listing will be obtained or that any such listing will be maintained. The Indenture will not require the Issuer to maintain a listing for any Class on an E.U. stock exchange if compliance with related requirements becomes burdensome in the sole judgment of the Investment Manager.
2. The estimated expenses related to admission to trading on the Irish Stock Exchange is approximately 6,190 Euros.
3. Each Rating Agency is established in the European Union and has made an application to be registered for the purposes of the EU Regulation on credit rating agencies (Regulation (EC) No.1060/2009), as amended.
4. Maples and Calder is acting solely in its capacity as listing agent for the Issuer (and not on its own behalf) in connection with the application for admission of the Notes to the Official List of the Irish Stock Exchange or to trading on the Irish Stock Exchange.
5. Other than as described herein, since the date of organization of the Co-Issuers, neither of the Co-Issuers has commenced operations and no annual accounts or reports have been prepared as of the date hereof. The Issuer does not intend to publish annual reports and accounts and is not required to do so under Cayman Islands law. Pursuant to the Indenture, monthly reports that provide information with respect to the Collateral and, in a month in which a Distribution Date occurs, information with respect to the Securities will be available to holders and may be obtained from the Trustee.
6. So long as any Notes are Outstanding, electronic copies of the Organizational Documents of the Issuers may be obtained from the Issuer or the Co-Issuer, as the case may be, and an electronic copy of the Indenture may be obtained from the Trustee.
7. Neither of the Co-Issuers has been since formation, involved in any governmental, litigation or arbitration proceedings relating to claims on amounts which may have a significant effect on the financial positions of the Co-