

CERTAIN LEGAL MATTERS

The validity of the Notes and certain other legal matters will be passed upon for the Co-Issuers and Citigroup Global Markets Inc., as Initial Purchaser and as Placement Agent, by Cleary Gottlieb Steen & Hamilton LLP. Certain legal matters relating to Cayman Islands law will be passed on for the Issuer by Walkers. Certain legal matters will be passed upon for the Collateral Manager by McDermott Will & Emery LLP.