

* Interest payable on the Subordinated Notes on each Distribution Date shall consist solely of Excess Interest payable on the Subordinated Notes, if any, on such Distribution Date as determined on the related Determination Date and payable in accordance with the Priority of Payments.

** If such date is not a Business Day, the Securities will mature on the next Business Day.

The Issuer will issue 36,780 Preferred Shares on the Closing Date.

(c) Interest shall accrue on the outstanding principal amount of the Rated Notes (determined as of the first day of each Interest Period and after giving effect to any payment of principal occurring on such day) from the Closing Date and will be payable in arrears on each Distribution Date. Interest on Floating Rate Notes and interest on Defaulted Interest or Deferred Interest, as applicable, in respect of such Notes will be computed on the basis of the actual number of days elapsed in the Interest Period divided by 360. The Subordinated Notes will receive as distributions on each Distribution Date the Excess Interest payable on the Subordinated Notes, if any, subject to the Priority of Payments.

(d) The Notes shall be redeemable as provided in Articles IX and XI.

(e) Securities may only be issued in Authorized Denominations.

(f) The Securities shall be numbered, lettered or otherwise distinguished in such manner as may be consistent herewith, determined by the Authorized Officers of the Applicable Issuer executing such Securities as evidenced by their execution of such Securities.

(g) Securities of each Class shall be duly executed by the Applicable Issuer and authenticated by the Trustee or the Authenticating Agent as hereinafter provided. Securities sold to QIBs/QPs in reliance on Rule 144A may be initially issued in the form of Definitive Securities and with the Applicable Legend added thereto, which shall be registered in the name of the beneficial owner or a nominee thereof. Except for such Definitive Securities, the Securities sold to QIB/QPs in reliance on Rule 144A shall be initially issued as Rule 144A Global Securities and with the Applicable Legend added thereto which shall be deposited on behalf of the subscribers for such Securities represented thereby with the Trustee as custodian for the Depository and registered in the name of a nominee of the Depository. Securities offered to non-"U.S. persons" (as defined in Regulation S) in reliance on Regulation S may initially be issued in the form of Definitive Securities and with the Applicable Legend added thereto, which shall be registered in the name of the beneficial owner or a nominee thereof. Except for such Definitive Securities, the Securities sold in reliance on Regulation S shall be issued as Temporary Global Securities (or, in the case of the Issuer Only Notes, Regulation S Global Securities) and with the Applicable Legend added thereto, which shall be deposited on behalf of the subscribers for such Securities represented thereby with the Trustee as custodian for the Depository and registered in the name of a nominee of the Depository for the respective accounts of Euroclear and Clearstream. On or after the 40th day after the later of the Closing Date and the commencement of the offering of the Co-Issued Securities, interests in a Temporary Global Security of any Class of Co-Issued Securities will be exchangeable for interests in a Regulation S Global Security of the same Class upon certification that the beneficial interests in such Temporary Global Security are owned by Persons who are not "U.S. persons" (as defined in Regulation S). Upon the exchange of a Temporary Global Security for a Regulation S Global Security, the Regulation S Global Security will be deposited with the Trustee as custodian for the Depository and registered in the name of a nominee of the Depository for the account of Euroclear and Clearstream.

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