

## Authorized Denominations

The minimum authorized denominations will be the amount set forth in the following table and integral multiples in excess thereof of (a) U.S. \$1.00, in the case of each Class of Notes and (b) one share, in the case of Preferred Shares (each, an "Authorized Denomination").

Class	Regulation S Sales	Rule 144A Sales
Class A Notes	\$500,000	\$500,000
Class B Notes	\$500,000	\$500,000
Class C Notes	\$250,000	\$250,000
Class D Notes	\$250,000	\$250,000
Subordinated Notes*	\$250,000	\$250,000
Preferred Shares*	100 shares	250 shares

\* The Authorized Denomination for sales to Accredited Investors must be in minimum denominations of (a) in the case of Subordinated Notes, U.S.\$250,000 and integral multiples of \$1.00 in excess thereof, and (b) in the case of the Preferred Shares, 250 shares and integral multiples of one share in excess thereof.

## Title

Subject to applicable law, the Issuer the Co-Issuer and the Trustee and the Indenture Registrar (or, in the case of the Preferred Shares, the Fiscal Agent and the Share Registrar) will deem and treat the registered holder of each Security (which will be DTC or its nominee, in the case of Global Securities, and the holder appearing in the Indenture Register, or the Share Register, as applicable in the case of Definitive Securities) as the absolute owner thereof for all purposes, notwithstanding any notice to the contrary, and all payments to or on the order of the registered holder will be valid and effective to discharge the liability of the Issuer, the Co-Issuer, the Trustee and the Indenture Registrar (or, in the case of the Preferred Shares, the Fiscal Agent and the Share Registrar) on the Securities to the extent of the sum or sums so paid.

## CERTAIN INCOME TAX CONSIDERATIONS

### IRS Circular 230 Notice

TO ENSURE COMPLIANCE WITH INTERNAL REVENUE SERVICE CIRCULAR 230, PROSPECTIVE INVESTORS ARE HEREBY NOTIFIED THAT: (A) ANY DISCUSSION OF U.S. FEDERAL TAX ISSUES CONTAINED OR REFERRED TO IN THIS OFFERING MEMORANDUM OR ANY DOCUMENT REFERRED TO HEREIN IS NOT INTENDED OR WRITTEN TO BE USED, AND CANNOT BE USED, BY PROSPECTIVE INVESTORS FOR THE PURPOSE OF AVOIDING PENALTIES THAT MAY BE IMPOSED ON THEM UNDER THE CODE; (B) SUCH DISCUSSION IS WRITTEN FOR USE IN CONNECTION WITH THE PROMOTION OR MARKETING OF THE TRANSACTIONS OR MATTERS ADDRESSED HEREIN; AND (C) PROSPECTIVE INVESTORS SHOULD SEEK ADVICE BASED ON THEIR PARTICULAR CIRCUMSTANCES FROM AN INDEPENDENT TAX ADVISOR.

### In General

The following summary describes certain U.S. federal income tax and Cayman Islands tax consequences of the purchase, ownership and disposition of the Securities. It does not purport to be a comprehensive description of all the tax considerations that may be relevant to a decision to purchase the Securities. In particular, special tax considerations that may apply to certain types of taxpayers, including securities dealers, banks and insurance companies, and subsequent purchasers of Securities, are not addressed. In addition, this summary does not describe any tax consequences arising under the laws of any taxing jurisdiction other than the United States federal government and the Cayman Islands. In general, the summary assumes that a holder acquires a Security at original issuance (and, in the case of the Rated Notes, at its issue price) and holds such Security as a capital asset and not as part of a hedge, straddle, or conversion transaction.

This summary is based on the U.S. and Cayman Islands tax laws, regulations, rulings and decisions in effect or available on the date of this Offering Memorandum, as well as the Cayman Islands undertaking described in "—