

## NOTICE TO HOLDERS OF FALConS

Each Holder of FALConS is reminded that:

- each Holder, each Beneficial Owner and each beneficial owner of an account that holds a FALConS Certificate must be able to make the representations set forth in Section 3.08(a) through Section 3.08(u) (the “*Representations*”);
- the FALConS (or any interests in the FALConS) are transferable only to purchasers deemed to have made the Representations and to have satisfied the other transfer restrictions applicable to FALConS;
- the Trust will have the right to refuse to honor any transfer to a Person who is determined not to be a QIB/QP;
- the Trust shall have the right to treat any purchase by a Person who is determined not to be a QIB/QP as null and void and require such Holder to sell its FALConS (or any interests in the FALConS) to a transferee designated by the Trust;
- the FALConS or interest therein can only be transferred to a QIB/QP in compliance with Rule 144A under the Securities Act, and
- a beneficial owner (as determined for U.S. federal income tax purposes) of FALConS is required to have undivided beneficial ownership (as determined for U.S. federal income tax purposes) of at least 3,000 FALConS, including after giving effect to any sale, transfer or other disposition of FALConS following the closing of the Offering, and as adjusted to reflect redemptions of Company Preferred Stock (and corresponding redemptions of FALConS).

Capitalized terms used in this notice and not otherwise defined shall have the meanings given to them in the Amended and Restated Trust Agreement of FALConS Trust I dated as of January 25, 2010.