

SBA Guaranteed Loan Pool Certificates

Physical Securities that trade in DTC Form

<p>CERTIFICATE NO.</p> <p>ISSUE DATE</p> <p>POOL NO.</p> <p>INTEREST RATE</p> <p>REGISTERED HOLDER</p>	<p>GUARANTEED LOAN POOL CERTIFICATE GUARANTEED BY SMALL BUSINESS ADMINISTRATION</p>	<p>INITIAL CERTIFICATE PRINCIPAL AMOUNT</p> <p>INITIAL AGGREGATE PRINCIPAL AMOUNT OF POOL</p> <p>MATURITY DATE</p>
<p>REGISTERED HOLDER SHALL RECEIVE PAYMENTS OF PRINCIPAL AND INTEREST WITH RESPECT TO THE INITIAL CERTIFICATE PRINCIPAL AMOUNT WHICH WILL BE REDUCED BY SCHEDULED PAYMENTS AS SET FORTH BELOW. ALL INSTALLMENTS SHALL APPLY FIRST TO INTEREST AT THE INTEREST RATE DESIGNATED ABOVE, AND THEN IN REDUCTION OF THE PRINCIPAL BALANCE THEN OUTSTANDING, AND SHALL CONTINUE UNTIL PAYMENT IN FULL OF THE INITIAL CERTIFICATE PRINCIPAL AMOUNT, AND OF ALL INTEREST ACCRUING THEREON. ALL PAYMENTS TO THE REGISTERED HOLDER HEREUNDER SHALL BE BY A DULY AUTHORIZED FISCAL AND TRANSFER AGENT.</p> <p>FURTHER, IT IS CERTIFIED (1) THAT THIS CERTIFICATE (AND EACH OF THE LIKE SECURITIES COMPOSING THE ENTIRE ISSUE OF WHICH IT IS A PART) IS PROPORTIONATELY BASED ON AND BACKED BY ALL THE SBA GUARANTEED PORTIONS OF LOANS CONTRIBUTED TO THE POOL BY THE POOL ASSEMBLER AND IDENTIFIED COLLECTIVELY IN THE RECORDS OF THE SMALL BUSINESS ADMINISTRATION ("SBA"), INCLUDING ANY SUCCESSION THEREON BY THE POOL NUMBER AS SET FORTH ABOVE; (2) THAT ALL SUCH GUARANTEED PORTIONS ARE BACKED BY THE FULL FAITH AND CREDIT OF THE UNITED STATES UNDER SECTION 501 OF THE SMALL BUSINESS ACT, AS AMENDED; (3) THAT WITH RESPECT TO THIS CERTIFICATE, THE BACKING IS IN THE PROPORTION THAT THE INITIAL CERTIFICATE PRINCIPAL AMOUNT BEARS TO THE INITIAL AGGREGATE PRINCIPAL AMOUNT OF THE POOL AS SET FORTH ABOVE; THE LATTER BEING EQUAL TO THE AGGREGATE OF THE PRINCIPAL AMOUNTS OF LIKE SECURITIES COMPOSING THE ENTIRE ISSUE OF WHICH THIS CERTIFICATE IS PART, AND BEING EQUAL TO THE AGGREGATE OF THE PRINCIPAL AMOUNTS OUTSTANDING ON THE GUARANTEED PORTIONS COMPOSING SUCH POOL; AND (4) THAT THE REGISTERED HOLDER IS THE OWNER OF AN UNDIVIDED BENEFICIAL INTEREST IN THE POOL, IN THE FOREGOING PROPORTION.</p> <p>EACH MONTHLY INSTALLMENT SHALL BE ADJUSTED TO REFLECT ANY PREPAYMENTS OR OTHER EARLY OR UNSCHEDULED RECOVERIES OF PRINCIPAL, RECEIVED FROM TIME TO TIME, UNDER OR CONSISTENT WITH THE PROVISIONS OF THE GUARANTEED PORTIONS COMPOSING THE POOL; HOWEVER, THE FISCAL AND TRANSFER AGENT SHALL REMIT MONTHLY PAYMENTS (WHETHER OR NOT COLLECTED BY THE LENDER) OF NOT LESS THAN THE AMOUNTS OF PRINCIPAL COMING DUE MONTHLY ON THE GUARANTEED PORTIONS AND APPORTIONED TO THE REGISTERED HOLDER, TOGETHER WITH ANY APPORTIONED PREPAYMENTS OR OTHER EARLY RECOVERIES OF PRINCIPAL AND INTEREST AT THE INTEREST RATE DESIGNATED ABOVE.</p> <p>ON THE INITIAL PAYMENT DATE COMMENCING NO LATER THAN THE SECOND MONTH AFTER THE MONTH IN WHICH THE ISSUE DATE OCCURS, THE FISCAL AND TRANSFER AGENT SHALL REMIT TO THE REGISTERED HOLDER IN WHOSE NAME THIS CERTIFICATE IS REGISTERED ITS PROPORTIONATE SHARE OF INTEREST ONLY. THEREAFTER, THE FISCAL AND TRANSFER AGENT SHALL REMIT MONTHLY INSTALLMENTS OF PRINCIPAL AND INTEREST UNTIL PAYMENT IN FULL OF ALL AMOUNTS OWING UNDER THIS CERTIFICATE HAS BEEN MADE. REMITTANCES SHALL BE MADE TO THE REGISTERED HOLDER BY CHECK, AND FINAL PAYMENT SHALL BE MADE ONLY UPON SURRENDER OF THIS CERTIFICATE. "PAYMENT DATE" MEANS THE DATE THAT CHECKS ARE DEPOSITED IN THE U.S. MAIL, BY THE FISCAL AND TRANSFER AGENT, SUCH DATE IS THE 25TH DAY OF THE MONTH OR THE NEXT BUSINESS DAY IF THE 25TH IS NOT A BUSINESS DAY.</p> <p>THE FISCAL AND TRANSFER AGENT INDICATED BELOW HAS BEEN DULY AUTHORIZED BY SBA TO COUNTERSIGN THE WITHIN GUARANTY ON BEHALF OF SBA, AND TO MAINTAIN A REGISTER OF ALL HOLDERS OF AND TRANSFERS OF THIS CERTIFICATE (THE "CERTIFICATE REGISTER"); THIS CERTIFICATE IS FREELY AND FULLY</p>		
<p>TRANSFERABLE AND ASSIGNABLE, BUT ONLY ON THE CERTIFICATE REGISTER MAINTAINED BY SBA'S DESIGNATED FISCAL AND TRANSFER AGENT. THE REGISTERED HOLDER OR ITS DULY AUTHORIZED REPRESENTATIVE MAY TRANSFER OWNERSHIP OR OBTAIN THE DENOMINATIONAL EXCHANGE OF THIS CERTIFICATE ON THE CERTIFICATE REGISTER UPON SURRENDER OF THIS CERTIFICATE TO THE FISCAL AND TRANSFER AGENT AND SUBMISSION OF AN EXECUTED DETACHED ASSIGNMENT FORM APPROVED BY SBA. A SERVICE CHARGE IN AN AMOUNT APPROVED BY SBA SHALL BE IMPOSED FOR ANY REGISTRATION OF TRANSFER OR DENOMINATIONAL EXCHANGE OF THIS CERTIFICATE, AND PAYMENT SUFFICIENT TO COVER ANY TAX OR GOVERNMENTAL CHARGE IN CONNECTION THEREWITH ALSO MAY BE REQUIRED.</p> <p>IT IS CERTIFIED THAT THIS CERTIFICATE AND THE WITHIN GUARANTY, WHEN EXECUTED BY THE MANUAL OR FACSIMILE SIGNATURE OF AN AUTHORIZED OFFICER OF SBA, AND COUNTERSIGNED ON BEHALF OF SBA BY THE MANUAL SIGNATURE OF AN AUTHORIZED OFFICER OF THE FISCAL AND TRANSFER AGENT, ARE LEGAL AND REGULAR IN ALL RESPECTS, AND ARE DULY AND VALIDLY ISSUED PURSUANT TO SECTION 5 OF THE SMALL BUSINESS ACT. IT IS FURTHER CERTIFIED THAT NO RULE, REGULATION, OR OTHER LIKE ISSUANCE, AND NO CONTRACT OR OTHER AGREEMENT OF SBA ADVERSELY AFFECTS THE RIGHT OF THE REGISTERED HOLDER TO RECEIVE TIMELY PAYMENTS AS PROVIDED UNDER THE TERMS OF THIS CERTIFICATE.</p> <p>GUARANTY. THE UNDERSIGNED, PURSUANT TO SECTION 501 OF THE SMALL BUSINESS ACT, HEREBY GUARANTEES TO THE REGISTERED HOLDER HEREOF THE TIMELY PAYMENT OF THE PRINCIPAL AND INTEREST SET FORTH IN THE ABOVE INSTRUMENT, SUBJECT ONLY TO THE TERMS AND CONDITIONS THEREOF. THE FULL FAITH AND CREDIT OF THE UNITED STATES IS PLEDGED TO THE PAYMENT OF ALL AMOUNTS WHICH MAY BE REQUIRED TO BE PAID UNDER THIS GUARANTY.</p>		
 <p>SMALL BUSINESS ADMINISTRATION 1953</p> <p>COLSON SERVICES CORP. FISCAL AND TRANSFER AGENT</p>		

**U.S. SMALL BUSINESS ADMINISTRATION
GUARANTEED LOAN POOL CERTIFICATE
TRANSFER INFORMATION**

ALL TRANSFERS MUST BE EXECUTED ON SBA FORM 1088, FORM OF DETACHED ASSIGNMENT. THIS FORM IS AVAILABLE FROM THE FISCAL AND TRANSFER AGENT LISTED BELOW. AFTER EXECUTION AND COMPLETION OF THE DISCLOSURE INFORMATION, THE FORM 1088 AND THIS CERTIFICATE MUST BE PRESENTED FOR TRANSFER AND REGISTRATION INTO THE ASSIGNEE'S NAME AT THE OFFICE OF THE FISCAL AND TRANSFER AGENT (FTA), THE POSTAL ADDRESS OF THE FTA IS:

**COLSON SERVICES CORP.
P.O. BOX 54
BOWLING GREEN STATION
NEW YORK, NY 10274**

THE ADDRESS FOR COURIER DELIVERIES TO COLSON IS:
**COLSON SERVICES CORP.
120 BROADWAY
NEW YORK, NY 10271**

THE NEWLY ISSUED CERTIFICATE WILL BE AVAILABLE AT THE OFFICE OF THE FTA AFTER TWO BUSINESS DAYS OR MAY BE MAILED ACCORDING TO ASSIGNEE'S INSTRUCTIONS. THE FTA MAY CHARGE A TRANSFER FEE PAYABLE BY CHECK AT THE TIME OF PRESENTMENT.

RECORD DATE ON THE BOOKS OF THE FTA IS THE LAST BUSINESS DAY OF THE MONTH. FTA'S SOLE RESPONSIBILITY IS TO PAY THE REGISTERED HOLDER AS OF THE RECORD DATE. IT IS THE RESPONSIBILITY OF THE ASSIGNEE TO PRESENT THE CERTIFICATE FOR TRANSFER. NO CLAIMS FOR PAYMENT WILL BE RECOGNIZED OTHER THAN FOR ITS FAILURE TO PAY THE REGISTERED HOLDERS, ALL OTHER CLAIMS FOR PAYMENTS, ACCRUED INTEREST, ETC., MUST BE PRESENTED TO THE ASSIGNEE.

DISCLOSURE INFORMATION

1. SBA GUARANTEES THE TIMELY PAYMENT OF PRINCIPAL AND INTEREST ON POOL CERTIFICATES ONLY.
2. SBA DOES NOT GUARANTEE PREMIUMS ON ANY SECONDARY MARKET SALE.
3. THIS POOL CERTIFICATE MAY BE PREPAID PRIOR TO MATURITY DATE.

ANY QUESTIONS REGARDING TRANSFER SHOULD BE DIRECTED TO THE CUSTOMER SERVICE OFFICE OF THE FTA WHICH CAN BE REACHED AT THE ABOVE ADDRESS OR BY CALLING 212-266-7849.