

PRINCIPAL AMOUNT OF GUARANTEED INTEREST \$
 AS OF (SBA WARRANTY DATE)
 CERTIFICATE SCHEDULED MATURITY DATE
 CERTIFICATE INTEREST RATE
 BASE RATE AND DIFFERENTIAL (IF VARIABLE RATE)
 SCHEDULED PAYMENT PERIOD
 BORROWER'S PAYMENT DATE

GUARANTEED INTEREST CERTIFICATE
 GUARANTEED BY
SMALL BUSINESS ADMINISTRATION
OF THE UNITED STATES GOVERNMENT
SECURITIES

000000
 (CITY)
 (STATE)

SBA LOAN NUMBER
 SBA SERVICING OFFICE

REGISTERED HOLDER

THE ABOVE-NAMED REGISTERED HOLDER SHALL RECEIVE PAYMENTS OF PRINCIPAL PLUS INTEREST AT THE CERTIFICATE INTEREST RATE WITH RESPECT TO THE GUARANTEED INTEREST IN THE ABOVE LOAN, THROUGH THE FISCAL AND TRANSFER AGENT ("FTA") AS DESIGNATED BY THE SMALL BUSINESS ADMINISTRATION ("SBA") PURSUANT TO THE TERMS OF THE REQUEST FOR CERTIFICATION OF SBA FORM 1084 ("SBA FORM 1084") OR THE SECONDARY PARTICIPATION GUARANTEE AND CERTIFICATION AGREEMENT ("SBA FORM 1086") EXECUTED BY SBA, THE LENDER AND THE PURCHASER OR HOLDER (AS THE CASE MAY BE) OF THE GUARANTEED INTEREST IN THE LOAN (AS SUCH TERMS ARE DEFINED IN SUCH AGREEMENT). THE RIGHTS AND OBLIGATIONS OF THE REGISTERED HOLDER HEREOF SHALL BE GOVERNED BY THE TERMS OF THE SBA FORM 1085 OR SBA FORM 1086 (AS THE CASE MAY BE) WHICH AGREEMENT IS INCORPORATED HEREIN BY REFERENCE AND MADE A PART HEREOF, AND TO WHICH THE REGISTERED HOLDER BY ACCEPTANCE HEREOF ASSENTS. A COPY OF THE EXECUTED SBA FORM 1085 OR SBA FORM 1086 (AS THE CASE MAY BE) MAY BE OBTAINED FROM THE FTA UPON REQUEST THEREFOR AND PAYMENT OF A REPRODUCTION FEE. THE REGISTERED HOLDER ENTITLED TO RECEIVE PAYMENTS WITH RESPECT TO THE CERTIFICATE SHALL BE THE PERSON OR ENTITY REGISTERED AS SUCH ON THE BOOKS OF THE FTA AS OF THE LAST DAY OF ANY MONTH. PERIODIC PAYMENTS TO THE REGISTERED HOLDER BY THE FTA SHALL BE AT THE FREQUENCY ESTABLISHED BY THE SCHEDULED PAYMENT PERIOD AND SHALL BE REMITTED ON THE FIFTEENTH DAY OF THE MONTH OR AS OTHERWISE PROVIDED IN THE SBA FORM 1085 OR THE SBA FORM 1086 (AS THE CASE MAY BE). THE LAST SUCH PAYMENT IS SCHEDULED TO BE REMITTED BY THE FTA ON THE SCHEDULED MATURITY DATE, BUT, AS PROVIDED IN THE SBA FORM 1085 OR SBA FORM 1086 (AS THE CASE MAY BE), THE LOAN MAY TERMINATE ON A DATE OTHER THAN ITS MATURITY DATE, IN WHICH CASE THIS CERTIFICATE WILL BE CALLED FOR REDEMPTION AND WILL CEASE TO ACCRUE INTEREST AS OF SUCH TERMINATION DATE.

GUARANTEES, SUBJECT TO THE PROVISIONS OF THE SBA FORM 1085 OR SBA FORM 1086 (AS THE CASE MAY BE), SBA GUARANTEES TO PURCHASE FROM THE REGISTERED HOLDER THE GUARANTEED INTEREST IN THE LOAN FOR AN AMOUNT EQUAL TO THE GUARANTEED PERCENTAGE OF UNPAID PRINCIPAL AND ACCRUED INTEREST DUE ON THE NOTE AS OF THE DATE OF PURCHASE BY SBA, LESS DEDUCTIONS FOR THE LENDERS' AND THE FTA'S SERVICING FEES. SBA'S GUARANTEE TO THE REGISTERED HOLDER SHALL BECOME EFFECTIVE IN THE EVENT (I) THE BORROWER SHALL DEFAULT IN MAKING PAYMENTS OF PRINCIPAL OR INTEREST DUE ON THE NOTE, OR (II) THE LENDER FAILS TO REMIT BORROWER'S PAYMENTS TO THE FTA, SUBJECT TO THE PROVISIONS OF THE SBA FORM 1085 OR SBA FORM 1086 (AS THE CASE MAY BE). SBA ALSO GUARANTEES TO FORWARD TO THE REGISTERED HOLDER ANY SUCH PAYMENTS WHICH THE FTA FAILS TO REMIT TO THE REGISTERED HOLDER. SBA WARRANTS THE ABOVE OUTSTANDING PRINCIPAL AMOUNT OF THE GUARANTEED INTEREST AS OF THE SBA WARRANTY DATE (THE DATE OF EXECUTION BY SBA OF THE SBA FORM 1084 OR SBA FORM 1086, AS THE CASE MAY BE), BUT SBA DOES NOT WARRANT, GUARANTEE OR OTHERWISE REPRESENT THE OUTSTANDING PRINCIPAL AMOUNT, OR THE ACCRUED INTEREST, AS OF ANY OTHER DATE. SINCE SBA IS A FEDERAL AGENCY, ITS GUARANTEES HEREUNDER ARE BACKED BY THE FULL FAITH AND CREDIT OF THE UNITED STATES.

IF A DEMAND IS MADE UPON SBA UNDER ANY OF THE ABOVE GUARANTEES, THE PERSON OR ENTITY HAVING THE BENEFICIAL INTEREST IN THE GUARANTEED INTEREST (WHETHER OR NOT SUCH PERSON OR ENTITY IS ALSO THE REGISTERED HOLDER) MUST EXECUTE AN AFFIDAVIT TO BE SUBMITTED TO SBA

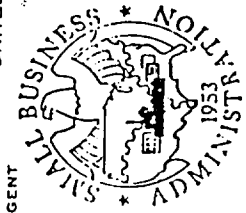
THROUGH THE FTA (ON A FORM PRESCRIBED BY SBA) WHICH SHALL STATE THAT SUCH PERSON OR ENTITY, AT THE TIME IT PURCHASED THE GUARANTEED INTEREST, WAS NOT THE BORROWER, THE LENDER, OR AN "ASSOCIATE" OF EITHER OF THEM (AS DEFINED IN TITLE 13, CODE OF FEDERAL REGULATIONS, PART 120), AND HAD NOT PARTICIPATED IN NOR BEEN AWARE OF ANY NEGLIGENCE, FRAUD OR MISREPRESENTATION BY THE LENDER OR THE BORROWER WITH RESPECT TO THE UNDERLYING NOTE. THE EXECUTION OF SUCH AFFIDAVIT WILL BE SUBJECT TO THE FALSE CLAIM PENALTIES UNDER 18 U.S.C. §1001.

THIS CERTIFICATE IS ISSUED BY SBA THROUGH THE FTA AND IS TRANSFERABLE ONLY ON THE REGISTER MAINTAINED BY THE FTA AND ONLY BY COMPLETION OF THE TRANSFER FORM ON THE REVERSE HEREOF OR A FORM OF DETACHED ASSIGNMENT APPROVED BY SBA. TRANSFERS OR REISSUES OF THIS CERTIFICATE SHALL BE MADE ONLY UPON PRESENTATION OF THIS CERTIFICATE AT THE OFFICE OF THE FTA. THE EFFECTIVE DATE OF THE REGISTERED HOLDER'S RIGHTS AND OBLIGATIONS HEREUNDER IS THE DATE ON WHICH THE FTA ISSUES AND COUNTERSIGNS THIS CERTIFICATE (THE "AUTHENTICATION DATE").

SBA HAS CAUSED THIS CERTIFICATE TO BE ISSUED AND COUNTERSIGNED BY ITS DESIGNATED FTA, IDENTIFIED BELOW, AS IF EXECUTED UNDER THE SEAL OF SBA WITH AN AUTHORIZED FACSIMILE SIGNATURE AND A FACSIMILE OF THE SBA SEAL. THIS CERTIFICATE IS NOT VALID UNTIL COUNTERSIGNED BY THE FTA.

COUNTERSIGNED:
 NATIONAL BANK OF WASHINGTON
 FISCAL AND TRANSFER AGENT

UNITED STATES SMALL BUSINESS ADMINISTRATION



BY *[Signature]*
 ADMINISTRATOR

AUTHORIZED SIGNER

AUTHENTICATION DATE:

**U.S. SMALL BUSINESS ADMINISTRATION
GUARANTEED INTEREST 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.
150 NASSAU STREET, 2ND FLOOR
NEW YORK, NY 10038

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 HOLDER. ALL OTHER CLAIMS FOR PAYMENTS, ACCRUED INTEREST, ETC., MUST BE PRESENTED TO THE ASSIGNOR.

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 212-530-9015.

CERTIFICATE NO. 000000
ISSUE DATE
POOL NO.
INTEREST RATE
REGISTERED HOLDER

GUARANTEED LOAN POOL CERTIFICATE
GUARANTEED BY
SMALL BUSINESS ADMINISTRATION

INITIAL CERTIFICATE PRINCIPAL AMOUNT
INITIAL AGGREGATE PRINCIPAL AMOUNT OF POOL
MATURITY DATE

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.

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.

THE UNDERSIGNED, PURSUANT TO SECTION 5(G) 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.



SMALL BUSINESS ADMINISTRATION

BY

JAMES ABONOR
ADMINISTRATOR

COLSON SERVICES CORP.
FISCAL AND TRANSFER AGENT

THIS CERTIFICATE IS NOT VALID UNLESS COUNTERSIGNED AND REGISTERED:

BY AUTHORIZED SIGNATURE

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.

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 SUCCESSOR THEREOF 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 5(G) 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 A 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.

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 1/12 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.

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 WHOME NAME THIS CERTIFICATE IS REGISTERED ITS PROPORTIONATE SHARE OF INTEREST ONLY. HEREAFTER, 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. REINVESTMENTS 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.

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

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

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