

**MTC FUNDING COMPANY LIMITED**  
**Beaux Lane House**  
**Mercer Street Lower**  
**Dublin 2**  
**Ireland**

**NOTICE OF EXECUTION OF SUPPLEMENTAL INDENTURE**

**NOTE: THIS NOTICE CONTAINS IMPORTANT INFORMATION THAT IS OF INTEREST TO THE REGISTERED AND BENEFICIAL OWNERS OF THE SUBJECT ISSUER SECURITIES.**

To: The holders of the following securities (the "Issuer Securities") as of March 15, 2014 (the "Record Date"):

<b><u>Class</u></b> <b><u>Designation</u></b>	<b><u>CUSIP</u></b>
Class A Notes	G6319F AA0

Reference is hereby made to the Indenture, dated as of January 30, 2013, as supplemented and amended by the Noteholder Consent and Agreement, dated February 15, 2013 (as amended, the "Existing Indenture") between MTC Funding Company Limited (the "Issuer") and Deutsche Bank Trust Company Americas, not in its individual capacity but solely as trustee in trust for the benefit of the Holders and the Secured Parties (together with its permitted successors hereunder, the "Trustee"). Capitalized terms used in this Notice without definition are used as defined in the Existing Indenture. Except as otherwise specified herein, each reference herein to a "Section" is to such Section of the Existing Indenture.

Pursuant to Section 8.1 of the Existing Indenture, the Issuer and the Trustee entered into a Supplemental Indenture thereto, dated as of March 24, 2014 (the "Supplemental Indenture"), with the written consent of all Noteholders and the Manager. A copy of the Supplemental Indenture is attached hereto as Exhibit A.

This Notice is for your information only. No requested action is required, and none is being requested.

Recipients of this Notice should carefully consider the information contained in this Notice together with, as applicable, their respective legal, regulatory, tax, accounting, investment and other advisors. This Notice does not furnish legal, regulatory, tax, accounting, investment or other advice to any recipient.

Please direct any questions that you may have as follows:

Guggenheim Partners Europe Limited  
330 Madison Avenue  
New York, NY 10017  
Tel: (212) 338-8851  
Fax: (212) 644-8107  
Attention: Kathleen Amaro  
Email: [kathleen.amaro@guggenheimpartners.com](mailto:kathleen.amaro@guggenheimpartners.com)

Thank you for your cooperation.

Very truly yours,

MTC FUNDING COMPANY LIMITED,  
the Issuer

**EXHIBIT A**  
**SUPPLEMENTAL INDENTURE**  
(attached)