



TO: Beneficial owners (or representatives acting on behalf of beneficial owners) under the Senior Secured Credit Facility (the "Credit Facility")

Beneficial owners (or representatives acting on behalf of beneficial owners) in the Senior Notes (the "Notes")

Prospective Debt Investors

Securities Analysts

RE: Access to the Secured Area of USI, Inc.'s, Website

To ensure that the reports and other information posted by USI, Inc., (the "Company") are provided only to eligible persons, the Company requires certification as to a person's bona fide status per the Company's policy prior to granting such person access to the Company's secured website.

If you would like to have access to the Company's secured website and the information contained therein (including access instructions for the Company's quarterly investor calls), please complete the Eligibility Letter attached to this document and return it to the Company by email or mail at the addresses set forth in the Eligibility Letter.

After you submit the Eligibility Letter and if you qualify under the stated criteria, you will be entitled to access the secured area of the Company's website. The Company expressly reserves the right to deny access to any person who submits the Eligibility Letter from time to time in its sole and absolute discretion if the Company is not satisfied that such person meets (or continues to meet) the stated requirements.

Please direct any questions to the Company's Investor Relations division at:

USI, Inc.
100 Summit Lake Drive, Suite 400
Valhalla, NY 10595
investor.relations@usi.com

Eligibility Letter

To: USI, Inc.
100 Summit Lake Drive, Suite 400
Valhalla, NY 10595
Email: investor.relations@usi.com

Ladies and Gentlemen:

The undersigned hereby represents and warrants to USI, Inc., (the "Company") as follows (please check boxes for those items that apply to you):

- (1) It is the beneficial owner, or is acting on behalf of a beneficial owner, of the Company's 6.875% Senior Notes due 2025 (the "Notes") in the amount set forth below.
- (2) It is, or in the event that the undersigned is acting on behalf of a beneficial owner of the Notes, the undersigned has received a written certification from such beneficial owner (dated as of a specific date on or since the close of such beneficial owner's most recent fiscal year) to the effect that such beneficial owner is, one of the following (as indicated with a checkmark):
 - a "qualified institutional buyer" (or "QIB") as defined in Rule 144A under the Securities Act; or
 - an institutional "accredited investor" as defined in Rule 501(a)(1), (2), (3) or (7) under the Securities Act; or
 - not a "U.S. person" as contemplated by Rule 903(a)(1) of Regulation S under the Securities Act.; or
 - a dealer or other professional fiduciary organized, incorporated or (if an individual) resident in the U.S. holding a discretionary account or similar account (other than an estate or trust) for the benefit or account of a non-U.S. person, as contemplated by Rule 903(a)(1) of Regulation S under the Securities Act.
- (3) It is a prospective investor in the Notes and is one of the following (as indicated with a checkmark):
 - a QIB as defined in Rule 144A under the Securities Act;
 - an institutional "accredited investor" as defined in Rule 501(a)(1), (2), (3) or (7) under the Securities Act; or
 - not a "U.S. person" as contemplated by Rule 903(a)(1) of Regulation S under the Securities Act.; or
 - a dealer or other professional fiduciary organized, incorporated or (if an individual) resident in the U.S. holding a discretionary account or similar account (other than an estate or trust) for the benefit or account of a non-U.S. person, as contemplated by Rule 903(a)(1) of Regulation S under the Securities Act.

- (4) It is a securities analyst.
- (5) It is a Lender or prospective Lender under the Company's \$1,885 million Senior Secured Credit Facility (the "Credit Facility").

The undersigned agrees that it will notify the Company if any of the representations it makes in this Eligibility Letter cease to be correct.

The undersigned acknowledges that the documents contained in the secured area of the Company's website and the information discussed on the Company's quarterly conference call (the "Confidential Information") are being furnished to the undersigned on a confidential basis. The Confidential Information has been prepared to assist interested parties in making their own evaluation of the Company and the Notes or Credit Facility, as the case may be, and does not purport to be all-inclusive or to contain all of the information that a prospective investor may consider material or desirable in making its decision to become or remain a holder of the Notes or a Lender under the Credit Facility, as the case may be. The recipient of the Confidential Information should take such steps as it deems necessary to assure that it has the information it considers material or desirable in making its decision to become or remain a holder of the Notes or a Lender under the Credit Facility, as the case may be, and should perform its own independent investigation and analysis of the Notes or the Credit Facility and the creditworthiness of the Company. The information and data provided are not a substitute for the recipient's independent evaluation and analysis and should not be considered as a recommendation that any recipient become or remain a holder of the Notes or a Lender under the Credit Facility.

Statements contained in the Confidential Information describing documents and agreements are summaries only and such summaries are qualified in their entirety by reference to such documents and agreements. Furthermore, the Confidential Information may include certain forward-looking statements. Any such statements reflect various estimates and assumptions by the Company. No representations or warranties are made by the Company or any of its affiliates as to the accuracy of any such statements. Whether or not any such forward looking statements are in fact achieved will depend upon future events some of which are not within the control of the Company. Accordingly, actual results may vary from the projected results and such variations may be material.

The undersigned agrees that it shall not make use of, disseminate, copy, reproduce, retransmit, or in any way circulate the Confidential Information to anyone (other than to a beneficial owner on whose behalf the undersigned is acting, if applicable). The undersigned agrees that it shall disclose Confidential Information only to those of its employees, directors and advisors who need to know such information and who have first agreed to be bound by these terms and conditions. The undersigned acknowledges that the Company expressly reserves the right to deny access to any person from time to time in its sole and absolute discretion if the Company is not satisfied that such person meets (or continues to meet) the stated requirements.

Very truly yours,

Dated: _____

By: _____
(Signature)

Please indicate below the aggregate principal amount of Notes held

(Name)

6.875% Senior Notes due 2025
CUSIP: 91739V AA6 (144A)
U91231 AA5 (Reg. S)

(Title)

ISIN: US91739VAA61 (144A)
USU91231AA50 (Reg. S)

(Institution)

Amount held: \$ _____

(Address)

Please indicate below the aggregate principal amount of Credit Facility Loans or Commitments held

(City/State/Zip Code)

Amount held: \$ _____

(Country)

(Phone)

(Facsimile)

(Email)

“Qualified Institutional Buyer” means:

(1) Any of the following entities, acting for its own account or the accounts of other qualified institutional buyers, that in the aggregate owns and invests on a discretionary basis at least \$100 million in securities of issuers that are not affiliated with the entity:

(a) Any insurance company as defined in Section 2(a)(13) of the Securities Act;

(b) Any investment company registered under the Investment Company Act of 1940 (the “Investment Company Act”) or any business development company as defined in Section 2(a)(48) of the Investment Company Act;

(c) Any Small Business Investment Company licensed by the U.S. Small Business Administration under Section 301(c) or (d) of the Small Business Investment Act of 1958;

(d) Any plan established and maintained by a state, its political subdivisions, or any agency or instrumentality of a state or its political subdivisions, for the benefit of its employees;

(e) Any employee benefit plan within the meaning of Title I of the Employee Retirement Income Security Act of 1974;

(f) Any trust fund whose trustee is a bank or trust company and whose participants are exclusively plans of the types identified in subparagraph (1)(d) or (e) above, except trust funds that include as participants individual retirement accounts or H.R. 10 plans;

(g) Any business development company as defined in Section 202(a)(22) of the Investment Advisers Act of 1940;

(h) Any organization described in Section 501(c)(3) of the Internal Revenue Code, corporation (other than a bank as defined in Section 3(a)(2) of the Securities Act or a savings and loan association or other institution referenced in Section 3(a)(5)(A) of the Securities Act or a foreign bank or savings and loan association or equivalent institution), partnership, or Massachusetts or similar business trust; and

(i) Any investment adviser registered under the Investment Advisers Act;

(2) Any dealer registered pursuant to Section 15 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), acting for its own account or the accounts of other qualified institutional buyers, that in the aggregate owns and invests on a discretionary basis at least \$10 million of securities of issuers that are not affiliated with the dealer, provided that securities constituting the whole or a part of an unsold allotment to or subscription by a dealer as a participant in a public offering shall not be deemed to be owned by such dealer;

(3) Any dealer registered pursuant to Section 15 of the Exchange Act acting in a “riskless principal transaction” (as defined below) on behalf of a qualified institutional buyer;

(4) Any investment company registered under the Investment Company Act, acting for its own account or for the accounts of other qualified institutional buyers, that is part of a family of investment companies which own in the aggregate at least \$100 million in securities of issuers, other than issuers that are affiliated with the investment company or are part of such family of investment companies. “Family of investment companies” means any two or more investment companies registered under the Investment Company Act, except for a unit investment trust whose assets consist solely of shares of one or more registered investment companies, that have the same investment adviser (or, in the case of unit investment trusts, the same depositor), provided that:

(a) Each series of a series company (as defined in Rule 18f-2 under the Investment Company Act) shall be deemed to be a separate investment company; and

(b) Investment companies shall be deemed to have the same adviser (or depositor) if their advisers (or depositors) are majority-owned subsidiaries of the same parent, or if one investment company’s adviser (or depositor) is a majority-owned subsidiary of the other investment company’s adviser (or depositor);

(5) Any entity, all of the equity owners of which are qualified institutional buyers, acting for its own account or the accounts of other qualified institutional buyers; and

(6) Any bank as defined in Section 3(a)(2) of the Securities Act, any savings and loan association or other institution as referenced in Section 3(a)(5)(A) of the Securities Act, or any foreign bank or savings and loan association or equivalent institution, acting for its own account or the accounts of other qualified institutional buyers, that in the aggregate owns and invests on a discretionary basis at least \$100 million in securities of issuers that are not affiliated with it and that has an audited net worth of at least \$25 million as demonstrated in its latest annual financial statements, as of a date not more than 16 months preceding the date of sale under the rule in the case of a U.S. bank or savings and loan association, and not more than 18 months preceding such date of sale for a foreign bank or savings and loan association or equivalent institution.

For purposes of the foregoing definitions:

(1) In determining the aggregate amount of securities owned and invested on a discretionary basis by an entity, the following instruments and interests shall be excluded: bank deposit notes and certificates of deposit; loan participations; repurchase agreements; securities owned but subject to a repurchase agreement; and currency, interest rate and commodity swaps.

(2) The aggregate value of securities owned and invested on a discretionary basis by an entity shall be the cost of such securities, except where the entity reports its securities holdings in its financial statements on the basis of their market value, and no current information with respect to the cost of those securities has been published. In the latter event, the securities may be valued at market for purposes of this section.

(3) In determining the aggregate amount of securities owned by an entity and invested on a discretionary basis, securities owned by subsidiaries of the entity that are consolidated with the entity in its financial statements prepared in accordance with generally accepted accounting principles may be included if the investments of such subsidiaries are managed under the direction of the entity, except that, unless the entity is a reporting company

under Section 13 or 15(d) of the Exchange Act, securities owned by such subsidiaries may not be included if the entity itself is a majority-owned subsidiary that would be included in the consolidated financial statements of another enterprise.

(4) “Riskless principal transaction” means a transaction in which a dealer buys a security from any person and makes a simultaneous offsetting sale of such security to a qualified institutional buyer, including another dealer acting as riskless principal for a qualified institutional buyer.

ANNEX B

Institutional "Accredited Investor" means:

(1) Any bank as defined in Section 3(a)(2) of the Securities Act, or any savings and loan association or other institution specified in Section 3(a)(5)(A) of the Securities Act whether acting in its individual or fiduciary capacity; any broker or dealer registered pursuant to Section 15 of the Exchange Act; any insurance company as defined in Section 2(a)(13) of the Securities Act; any investment company registered under the Investment Company Act or a business development company as defined in Section 2(a)(48) of that Act; any Small Business Investment Company licensed by the U.S. Small Business Administration under Section 301(c) or (d) of the Small Business Investment Act of 1958; any plan established and maintained by a state, its political subdivisions, or any agency or instrumentality of a state or its political subdivisions, for the benefit of its employees, if such plan has total assets in excess of \$5,000,000; any employee benefit plan within the meaning of the Employee Retirement Income Security Act of 1974 if the investment decision is made by a plan fiduciary, as defined in Section 3(21) of such Act, which is either a bank, savings and loan association, insurance company, or registered investment adviser, or if the employee benefit plan has total assets in excess of \$5,000,000 or, if a self-directed plan, with investment decisions made solely by persons that are accredited investors;

(2) Any private business development company as defined in Section 202(a)(22) of the Investment Advisers Act;

(3) Any organization described in Section 501(c)(3) of the Internal Revenue Code, corporation, Massachusetts or similar business trust, or partnership, not formed for the specific purpose of acquiring the securities offered, with total assets in excess of \$5,000,000; or

(4) Any trust, with total assets in excess of \$5,000,000, not formed for the specific purpose of acquiring the securities offered, whose purchase is directed by a sophisticated person as described in Rule 506(b)(2)(ii) under the Securities Act.

ANNEX C

- (1) “U.S. person” means:
- (a) Any natural person resident in the United States;
 - (b) Any partnership or corporation organized or incorporated under the laws of the United States;
 - (c) Any estate of which any executor or administrator is a U.S. person;
 - (d) Any trust of which any trustee is a U.S. person;
 - (e) Any agency or branch of a foreign entity located in the United States;
 - (f) Any non-discretionary account or similar account (other than an estate or trust) held by a dealer or other fiduciary for the benefit or account of a U.S. person;
 - (g) Any discretionary account or similar account (other than an estate or trust) held by a dealer or other fiduciary organized, incorporated, or (if an individual) resident in the United States; and
 - (h) Any partnership or corporation if:
 - (i) Organized or incorporated under the laws of any foreign jurisdiction; and
 - (ii) Formed by a U.S. person principally for the purpose of investing in securities not registered under the Securities Act, unless it is organized or incorporated, and owned, by accredited investors (as defined in Rule 501(a) under the Securities Act) who are not natural persons, estates or trusts.
- (2) The following are **not** “U.S. persons”:
- (a) Any discretionary account or similar account (other than an estate or trust) held for the benefit or account of a non-U.S. person by a dealer or other professional fiduciary organized, incorporated, or (if an individual) resident in the United States;
 - (b) Any estate of which any professional fiduciary acting as executor or administrator is a U.S. person if:
 - (i) An executor or administrator of the estate who is not a U.S. person has sole or shared investment discretion with respect to the assets of the estate; and
 - (ii) The estate is governed by foreign law;
 - (c) Any trust of which any professional fiduciary acting as trustee is a U.S. person, if a trustee who is not a U.S. person has sole or shared investment discretion

with respect to the trust assets, and no beneficiary of the trust (and no settlor if the trust is revocable) is a U.S. person;

(d) An employee benefit plan established and administered in accordance with the law of a country other than the United States and customary practices and documentation of such country;

(e) Any agency or branch of a U.S. person located outside the United States if:

(i) The agency or branch operates for valid business reasons; and

(ii) The agency or branch is engaged in the business of insurance or banking and is subject to substantive insurance or banking regulation, respectively, in the jurisdiction where located; and

(f) The International Monetary Fund, the International Bank for Reconstruction and Development, the Inter-American Development Bank, the Asian Development Bank, the African Development Bank, the United Nations, and their agencies, affiliates and pension plans, and any other similar international organizations, their agencies, affiliates and pension plans.