

“Assumed Reinvestment Rate”: With respect to any Account or fund securing the Notes, the greater of (i) 0.00% and (ii) LIBOR minus 0.25% per annum.

“Authenticating Agent”: With respect to the Securities, the Person designated by the Trustee to authenticate such Securities on behalf of the Trustee pursuant to Section 6.4 hereof.

“Authorized Denomination”: A minimum denomination (based on the initial principal amount) set forth on the table below and integral multiples of U.S.\$1.00 in excess thereof:

Class	Regulation S Sales (U.S.\$)	Rule 144A Sales (U.S.\$)
Class A Notes	500,000	500,000
Class B Notes	500,000	500,000
Class C Notes	250,000	250,000
Class D Notes	250,000	250,000
Subordinated Notes*	250,000	250,000

* The Authorized Denomination for sales to Accredited Investors shall be \$250,000 and integral multiples of \$1.00 in excess thereof.

“Authorized Officer”: With respect to either of the Co-Issuers, any Officer who is authorized to act for it in matters relating to, and binding upon, it or, in respect of particular matters for which the Investment Manager has authority to act on behalf of the Issuer and in respect of which matters the Investment Manager has determined to act on behalf of the Issuer, any Officer, employee or agent of the Investment Manager who is authorized to act for the Investment Manager. With respect to the Investment Manager, any Officer, employee or agent of the Investment Manager who is authorized to act for the Investment Manager in matters relating to, and binding upon, the Investment Manager with respect to the subject matter of the request, certificate or order in question. With respect to the Trustee or any other bank or trust company acting as trustee of an express trust or as custodian, a Trust Officer. Each party may receive and accept a certification of the authority of any other party as conclusive evidence of the authority of any Person to act, and such certification may be considered as in full force and effect until receipt by such other party of written notice to the contrary.

“Average Par Amount”: With respect to the Diversity Score for the Pledged Collateral Obligations, at any time, an amount equal to the aggregate Issuer Par Amounts divided by the number of Industry Issuers; *provided* that, for purposes of calculating the Average Par Amount, any Affiliated Industry Issuers will be considered one Industry Issuer.

“Balance”: On any date, with respect to Eligible Investments in any account, the aggregate of the (a) current balance of cash, demand deposits, time deposits, certificates of deposit and federal funds; (b) principal amounts of (i) interest-bearing corporate securities, government securities and commercial paper, (ii) money market accounts, (iii) repurchase obligations and (iv) Reinvestment Agreements; and (c) purchase price (but not greater than the face amount) of non-interest-bearing corporate securities, government securities and commercial paper.