

“Qualified Institutional Investor Private Placement Exemption”: The meaning specified in Section 2.5(f)(xxii).

“Qualified Purchaser”: Any Person that, at the time of its acquisition, purported acquisition or proposed acquisition of Securities, is a qualified purchaser within the meaning of the Investment Company Act.

“Ramp-Up Criteria”: The criteria set forth on the table below:

<u>Test Date</u>	<u>Minimum Aggregate Principal Amount*</u>	<u>Maximum Rating Factor</u>	<u>Weighted Average Spread</u>	<u>Moody's Recovery Rate</u>	<u>Diversity Score</u>
August 17, 2011	\$325,000,000	2900	3.00%	43.75%	50
October 17, 2011	\$375,000,000	2850	3.15%	43.75%	55

\* The aggregate principal amount is the Aggregate Principal Balance of all Collateral Obligations that the Issuer has purchased (or entered into commitments to purchase).

“Rated Notes”: The Class A Notes, the Class B Notes, the Class C Notes and the Class D Notes.

“Rated Notes Redemption”: The meaning specified in Section 9.1(a).

“Rated Notes Redemption Date”: Any Redemption Date on which a Rated Notes Redemption occurs.

“Rating Agency”: Each of Moody's and S&P, in each case for so long as any Notes rated by such entity are Outstanding.

“Rating Agency Confirmation”: Confirmation in writing (which may be in the form of a press release) from each Rating Agency (or the specified Rating Agency) that a proposed action or designation will not cause the then current ratings of any Class of Rated Notes to be reduced or withdrawn. If any Rating Agency (a) makes a public announcement or informs the Issuer, the Investment Manager or the Trustee that (i) it believes Rating Agency Confirmation is not required with respect to an action or (ii) its practice is to not give such confirmations, or (b) no longer constitutes a Rating Agency under this Indenture, the requirement for Rating Agency Confirmation with respect to that Rating Agency will not apply.

“Record Date”: With respect to any Distribution Date, the fifteenth day prior to such date; *provided, however*, that if such fifteenth day is not a Business Day, the Record Date will be the preceding Business Day.

“Recovery Approved Country”: Each of Australia, Austria, Belgium, Canada, Denmark, Finland, France, Germany, Iceland, Ireland, Liechtenstein, Luxembourg, the Netherlands, New Zealand, Norway, Spain, Sweden, Switzerland, the United Kingdom, the United States and its territories and possessions, in each case, so long as such country has a foreign currency rating of