

“Private Fund” means any issuer that would be an investment company as defined in the Investment Company Act but for Section 3(c)(1) or 3(c)(7) of that Act.

“Qualified Independent Representative” means:

- (i) in the case of a Client that is an ERISA Special Entity, a Swap Agent that is a fiduciary as defined in section 3 of ERISA; and
- (ii) in the case of all other Clients that are Special Entities, a Swap Agent that:
 - (A) has sufficient knowledge to evaluate swap transactions and the risks thereof;
 - (B) is not subject to a statutory disqualification pursuant to Sections 8a(2) or 8a(3) of the CEA;
 - (C) has undertaken a duty to act in the best interests of Client;
 - (D) makes appropriate and timely disclosures to Client;
 - (E) evaluates, consistent with any guidelines provided by Client, fair pricing and the appropriateness of a swap;
 - (F) complies with any applicable restrictions relating to political contributions; and
 - (G) is not and has not within 1 year of representing Client in connection with swaps subject to this Addendum been an associated person of DB;
 - (H) is not a principal of DB and DB is not a principal of the Swap Agent;
 - (I) provides timely disclosure to Client of all material conflicts of interest that could reasonably affect the judgment or decision making of the Swap Agent with respect to Swap Agent’s obligations to Client and Swap Agent complies with policies and procedures reasonably designed to manage and mitigate such conflicts of interest;
 - (J) the Swap Agent is not directly or indirectly, through one or more persons, controlled by, in control of, or under common control with, DB; and
 - (K) was not referred, recommended or introduced by DB to Client within one year of Swap Agent’s representation of Client in connection with swaps subject to this Addendum.

“Reporting Counterparty” means the party to a swap that is responsible for the real-time swap transaction reporting requirements set out in Part 43 of the CFTC Regulations and for the swap data reporting requirements set out in Part 45 of the CFTC Regulations.

“Security-Based Swap Dealer” has the meaning ascribed to it in Section 3(a)(71) of the Exchange Act and Rule 3a71-1 under the Exchange Act.

“Shell Company” means any entity that limits its holdings to direct and indirect interests in entities that qualify as ECPs by having net worth exceeding \$1 million and enter into Swaps in connection with the conduct of their business or to manage the risk associated with an asset or liability that is or is reasonably likely to be owned or incurred in the conduct of their business.

“Swap Agent” means, with respect to Client, a person (if any), other than an employee of Client, that Client has represented in writing to DB is responsible for evaluating swaps and swap trading strategies and for making decisions relating thereto on Client’s behalf.