

“Gross Excess Coupon”: As of any date of determination, an amount equal to the product of (a) the excess, if any, of the Weighted Average Fixed Rate Coupon for such date (determined without giving effect to clause (iv) of the definition thereof) over the applicable minimum Weighted Average Fixed Rate Coupon specified in clause (iv) of the Collateral Quality Test and (b) the Aggregate Principal Balance of all Collateral Obligations that bear interest at a fixed rate.

“Gross Excess Spread”: As of any date of determination, an amount equal to the product of (a) the excess, if any, of the Weighted Average LIBOR Spread (determined without giving effect to clause (iv) of the definition thereof) for such date over the applicable minimum Weighted Average LIBOR Spread under the Grid Test and (b) the Aggregate Principal Balance of all Collateral Obligations that bear interest at a floating rate.

“Holder”: With respect to any Note, the Person in whose name such Note is registered in the Register. “Noteholder” and “Securityholder” have corresponding meanings.

“Incentive Management Fee IRR Threshold”: Will be satisfied on any Payment Date if the Income Notes have received an annualized internal rate of return (computed as specified in the Indenture) of at least 12% on the Income Notes Outstanding as of the first day of the Collection Period preceding such Payment Date (after giving effect to all payments made on such Payment Date).

“Income Notes”: As defined in “*Summary of Terms—The Income Notes.*”

“Indenture”: The indenture, dated as of the Closing Date, between the Issuer, the Co-Issuer and Wells Fargo Bank, National Association, as Trustee.

“Indenture Calculation Agent”: The Trustee (or any successor Indenture Calculation Agent).

“Initial Collateral Obligations”: The Collateral Obligations included in the Collateral as of the Closing Date.

“Initial Purchaser”: With respect to the Senior Notes, Citigroup Global Markets Inc. The term “initial purchaser” (lower case) refers to the initial purchasers of the Notes from the Initial Purchaser or through the Placement Agent, as applicable.

“Interest Amounts”: The Class A-1 Interest Amount, the Class A-2 Interest Amount, the Class B Interest Amount, the Class C Interest Amount and the Class D Interest Amount, as the context may require.

“Interest Coverage Ratio”: For any designated Class or Classes of Senior Notes as of any Measurement Date, the percentage derived from dividing:

- (a) the Collateral Interest Amount as of such date of determination; by
- (b) the sum of (i) amounts payable (or expected as of the date of determination to be payable) on the following Payment Date as set forth in subclauses (1) and (2) under the Interest Priority of Payments plus (ii) interest due and payable on the Notes of such Class and each Class of Notes that rank senior to or *pari passu* with such Class (excluding any Deferred Interest on any such Classes) on such following Payment Date.

“Interest Coverage Test”: For any specified Class or Classes of Senior Notes, a test that will be satisfied as of any Measurement Date after the Determination Date relating to the first Payment Date following the Ramp-Up Period if the Interest Coverage Ratio for such Class or Classes is at least equal to the applicable Required Interest Coverage Ratio for such Class or Classes set forth in “*Security for the Notes—The Coverage Tests.*”

“Interest Priority of Payments”: As defined in “*Description of the Notes—Priority of Payments—Interest Priority of Payments.*”

“Interest Proceeds”: With respect to any Collection Period or Determination Date, without duplication, the sum of: (i) all payments of interest, dividends and other income received by the Issuer during the related Collection Period on (x) the Collateral Obligations or Equity Securities and (y) Eligible Investments, in the case of either (x) or