

“Paying Agent”: The Trustee and, so long as any Securities are listed on the Irish Stock Exchange, a listing agent appointed by the Issuer, or any other Person appointed under the Indenture that meets the eligibility standards specified in the Indenture and is authorized by the Co-Issuers to make payments of amounts on the Notes on behalf of the Issuer.

“Paying Agent in Ireland”: NCB Stockbrokers Limited.

“Payment Date”: As defined in “*Summary of Terms—Payments on the Securities.*”

“PCCL”: The Cayman Islands’ Proceeds of Criminal Conduct Law (2005 Revision).

“Periodic Interest Accrual Period”: (i) (a) With respect to the initial Payment Date, the period from and including the Closing Date to but excluding such initial Payment Date and (b) with respect to each Payment Date thereafter, the period from and including the preceding Payment Date to but excluding such Payment Date.

“Permanent Regulation S Global Notes”: The Senior Notes and Income Notes sold to non-U.S. Persons in offshore transactions in reliance on Regulation S, which will be represented following the Exchange Date by one or more permanent global notes in definitive, fully registered form without interest coupons attached.

“Person”: Any individual, corporation, partnership, limited liability partnership, limited liability company, joint venture, association, joint stock company, trust (including any beneficiary thereof), unincorporated organization or government or any agency or political subdivision thereof.

“PIK Obligation”: An obligation that permits deferral and/or capitalization of interest or other periodic distribution otherwise due. Except as otherwise provided in the Indenture, each PIK Obligation will be considered for purposes of the investment criteria in the Indenture as having a principal balance which excludes any deferred or capitalized interest thereon.

“Placement Agency Agreement”: As defined in “*Purchase and Transfer Restrictions—Section 3(c)(7) of the Investment Company Act.*”

“Placement Agent”: With respect to the Income Notes, Citigroup Global Markets Inc.

“Plan Asset Regulation”: The regulation, 29 CFR Section 2510.3-101, promulgated by the U.S. Department of Labor, as modified by Section 3(42) of ERISA.

“Plans”: ERISA Plans, as well as those plans that are not subject to ERISA but to which Section 4975 of the Code applies, such as individual retirement accounts, including entities whose underlying assets include the assets of such plans.

“Pricing Source”: Loan Pricing Corporation, Markit Group Limited or another pricing service that obtains quotations on a daily basis from a similar range of dealers active in the relevant market designated by the Collateral Manager (*provided* that notice of such designation has been provided to each Rating Agency and Rating Confirmation has been received therefor from S&P).

“Principal Balance”: Subject to certain rules of determination and calculation set forth in the Indenture, with respect to:

- (a) any Collateral Obligation other than a Revolving Loan, as of any date of determination, the outstanding principal amount (or, in the case of a Synthetic Security that is a swap, the notional amount) of such Collateral Obligation;
- (b) any Eligible Investment, as of any date of determination, the outstanding principal amount of such Eligible Investment; and