

“Ramp-Up Period Criteria”: (A) The Portfolio Profile Test, the Collateral Quality Test and the Coverage Tests, collectively and (B) the Aggregate Principal Balance of Collateral Obligations as of the Ramp-Up End Date being equal to or greater than \$450,000,000 (including the amount of any prepayment on Collateral Obligations and sale proceeds of Collateral Obligations that in either case have not yet been reinvested in other Collateral Obligations).

“Rating”: The S&P Rating or Moody’s Rating thereof, as the case may be (and with the correlative meaning “Rated”).

“Rating Agency”: Either of Moody’s or Standard & Poor’s; “Rating Agencies” shall mean Moody’s and Standard & Poor’s, collectively.

“Rating Confirmation”: With respect to any specified action, written confirmation by both Rating Agencies, or if expressly stated, by a specified Rating Agency, that such Rating Agency will not qualify, downgrade or withdraw its then-current respective rating of any Class of Senior Notes solely as a result of such action.

“Record Date”: With respect to a Payment Date or Maturity Date, as applicable, the close of business on the 15th day prior to such date, or if such day is not a Business Day, the close of business on the next Business Day.

“Reference Banks”: With respect to the determination of LIBOR by the Indenture Calculation Agent, any four major banks in the London interbank market selected by the Indenture Calculation Agent for such purpose.

“Reference Entity”: An obligor on a Reference Obligation.

“Reference Instrument”: The indenture, credit agreement or other agreement pursuant to which a security or debt obligation has been issued or created and each other agreement that governs the terms of or secures the obligations represented by such security or debt obligation or of which the holders of such security or debt obligation are the beneficiaries.

“Reference Obligation”: A debt security or other obligation underlying a Synthetic Security, *provided that* such security or obligation would, if purchased directly by the Issuer, satisfy the Collateral Obligation Eligibility Criteria (except with respect to final maturity and the frequency of the payment of interest).

“Regulation S”: Regulation S promulgated under the Securities Act.

“Regulation S Global Notes”: The Temporary Regulation S Global Notes and the Permanent Regulation S Global Notes.

“Requisite Noteholders”: The Holders of at least 66 2/3% of the Aggregate Principal Amount of the Controlling Class.

“Revolving Loan”: A Loan that (i) provides the borrower with a line of credit against which one or more borrowings (or drawings under a letter of credit for the account of the borrower) may be made and that provides that such borrowed (or drawn) amounts may be repaid and reborrowed from time to time or (ii) is a delayed funding term loan (unless such loan is fully drawn).

“Rule 144A”: Rule 144A under the Securities Act.

“Rule 144A Global Notes”: The Senior Notes initially sold in the United States or to U.S. Persons pursuant to Rule 144A under the Securities Act which are represented by one or more permanent global notes in definitive, fully registered form without interest coupons attached.

“S&P”: As defined in the definition of “Standard & Poor’s” below.