

(c) The Issuer has not and will not elect to be treated other than as a corporation for U.S. federal, state or local income or franchise tax purposes and shall make any election necessary to avoid classification as a partnership or disregarded entity for U.S. federal, state or local tax purposes.

(d) The Issuer shall not file, or cause to be filed, any income or franchise tax return in any state of the United States unless it shall have obtained an Opinion of Counsel prior to such filing that, under the laws of such jurisdiction, the Issuer is required to file such income or franchise tax return.

(e) The Issuer will provide, upon request of a Holder of Subordinated Securities, any information that such Holder reasonably requests to assist such Holder with regard to any filing requirements the Holder may have as a result of the controlled foreign corporation rules under the Code.

(f) The Issuer shall not (i) become the owner of any asset (A) that is treated as an equity interest in an entity that is treated as a partnership or other fiscally transparent entity for United States federal income tax purposes or (B) the gain from the disposition of which would be subject to United States federal income or withholding tax under section 897 or section 1445, respectively, of the Code or (C) if the ownership or disposition of such asset would cause the Issuer to be engaged in a trade or business within the United States for United States federal income tax purposes or (ii) engage in any activity that would cause the Issuer to be subject to United States federal income tax on a net income basis; *provided, however*, that a Tax Subsidiary may become the owner of an Equity Workout Security if the acquisition, ownership and disposition of such Equity Workout Security would not cause any income or gain of the Issuer that is not derived from such Equity Workout Security to be treated as income or gain that is effectively connected with the conduct of a trade or business of the Issuer within the United States for United States federal income tax purposes (other than as a result of a change in law after the acquisition of such Equity Workout Security).

(g) The Issuer (or the Investment Manager acting on behalf of the Issuer) will not acquire a Collateral Obligation if the purpose of the acquisition of such Collateral Obligation is to accommodate a request from a Securities Lending Counterparty to borrow such Collateral Obligation under a Securities Lending Agreement.

(h) The Issuer (or the Investment Manager acting on behalf of the Issuer) will take such reasonable actions, consistent with law and its obligations under this Indenture, as are necessary to achieve FATCA Compliance.

(i) The Co-Issuer has not and will not elect to be treated as other than a disregarded entity for U.S. federal, state or local tax purposes.