

(viii) all other proceeds in respect of Collateral Obligations and Eligible Investments and other Collateral, including amounts received in respect of original issue discount or market discount, but excluding amounts that are Interest Proceeds and hedge termination payments used to purchase a replacement Hedge Agreement and excluded from the definition of Interest Proceeds;

(b) with respect to the related Distribution Date, all termination payments received in respect of a Hedge Agreement (other than such amounts constituting Interest Proceeds or used to enter into a replacement Hedge Agreement or received from a replacement Hedge Counterparty and used to make a termination payment);

(c) with respect to any Redemption Date, all proceeds from a Redemption Financing (if any);

(d) any proceeds of an Additional Equity Issuance that are designated by the Investment Manager as Principal Proceeds with respect to such Distribution Date; and

(e) with respect to the first Due Period, an amount equal to the Warehouse Accrued Interest.

“Proposed Portfolio”: The portfolio of Collateral Obligations and Eligible Principal Investments after giving effect to the proposed sale, maturity or other disposition of a Collateral Obligation or a proposed purchase of a Collateral Obligation, as the case may be.

“Prospectus”: The final offering memorandum approved by the Financial Regulator as the Prospectus in connection with the application to the Irish Stock Exchange for the Notes to be admitted to the Official List and trading on its regulated market.

“Prospectus Directive”: Directive 2003/71/EC of the European Parliament and of the Council of 4 November 2003 Directive 2003/71/EC of the European Parliament and of the Council of 4 November 2003 and amendments thereto, to the extent implemented in each EEA Member State, and includes any relevant implementing measure in the Relevant Member State.

“Purchase Agreement”: The Purchase Agreement dated as of the Closing Date between the Issuer, the Co-Issuer and the Initial Purchaser.

“Qualified Institutional Buyer”: Any Person that, at the time of its acquisition, purported acquisition or proposed acquisition of Securities, is a qualified institutional buyer within the meaning of Rule 144A.

“Qualified Purchaser”: Any Person that, at the time of its acquisition, purported acquisition or proposed acquisition of Securities, is a qualified purchaser within the meaning of the Investment Company Act.

“Rated Notes Redemption Date”: Any Redemption Date on which a Rated Notes Redemption occurs.

“Rating Agency”: Each of Moody’s and S&P, in each case for so long as any of the Notes rated by such entity are Outstanding.

“Rating Agency Confirmation”: Confirmation in writing (which may be in the form of a press release) from each Rating Agency (or the specified Rating Agency) that a proposed action or designation will not cause the then current ratings of any Class of Rated Notes to be reduced or withdrawn. If any Rating Agency (a) makes a public announcement or informs the Issuer, the Investment Manager or the Trustee that (i) it believes Rating Agency Confirmation is not required with respect to an action or (ii) its practice is to not give such confirmations, or (b) no longer constitutes a Rating Agency under this Indenture, the requirement for Rating Agency Confirmation with respect to that Rating Agency will not apply.

“Recovery Approved Country”: Each of Australia, Austria, Belgium, Canada, Denmark, Finland, France, Germany, Iceland, Ireland, Liechtenstein, Luxembourg, the Netherlands, New Zealand, Norway, Spain, Sweden, Switzerland, the United Kingdom, the United States and its territories and possessions, in each case, so long as such country has a foreign currency rating of at least “Aa2” from Moody’s and a foreign currency issuer rating of at least “AA” from S&P, and any other country for which Rating Agency Confirmation is obtained.

“Recovery Rate”: The lesser of the Moody’s Recovery Rate and the S&P Recovery Rate.