

return the invested amount at par); *provided, further*, that ownership of such Eligible Investments will not subject the Issuer to net income tax in any jurisdiction where it would not otherwise be subject to tax; *provided, further*, that Eligible Investments may not include (a) any interest-only security, any mortgage-backed security, any security purchased at a price in excess of 100% of the par value thereof, any security the repayment of which is subject to substantial non-credit related risk as determined in the business judgment of the Collateral Manager or any security that has a rating assigned by S&P that contains an “r”, “t”, “p”, “pi” or “q” subscript, (b) any floating rate security the interest rate with respect to which is inversely or otherwise not proportionately related to an interest rate index or is calculated as other than the sum of an interest rate index plus a spread or (c) any security subject to a tender offer, voluntary redemption, exchange offer, conversion or other similar action.

“EOD Ratio”: The Overcollateralization Ratio for the Class A Notes; *provided* that for this purpose clause (vi) of the definition of Principal Balance will not apply.

“Equity Security”: Any security that by its terms does not provide for periodic payments of interest at a stated coupon rate and repayment of principal in one or more installments.

“ERISA”: The United States Employee Retirement Income Security Act of 1974, as amended, or any successor statute thereto.

“ERISA Restricted Notes”: The Notes specified as such in Section 2.3.

“Euroclear”: Euroclear Bank S.A/N.V., as operator of the Euroclear System, or any successor thereto.

“Event of Default”: The meaning specified in Section 5.1.

“Excel Default Model Input File”: An electronic spreadsheet file in Microsoft Excel format to be provided by the Issuer to S&P, which file shall include the following information with respect to each Collateral Obligation, to the extent available: (a) the name and country of Domicile of the Obligor thereof, (b) the CUSIP or other applicable identification number associated with such Collateral Obligation, (c) the par value of such Collateral Obligation, (d) the type of issue (including, by way of example, whether such Collateral Obligation is a Loan or asset-backed security), using such abbreviations as may be selected by the Trustee, (e) a description of the index or other applicable benchmark upon which the interest payable on such Collateral Obligation is based (including, by way of example, fixed rate, step-up rate, zero coupon and LIBOR), (f) the coupon (in the case of a Collateral Obligation which bears interest at a fixed rate) or the spread over the applicable index (in the case of a Collateral Obligation which bears interest at a floating rate), (g) the Standard & Poor’s Industry Classification Group for such Collateral Obligation, (h) the stated maturity date of such Collateral Obligation, (i) the S&P Rating of such Collateral Obligation or the Obligor thereof, as applicable, (j) the priority category assigned by S&P to such Collateral Obligation, if available, (k) the balance in Cash and Eligible Investments and (l) such other information as the Issuer may determine to include in such file.