

than or equal to the Loss Rate Differential for such Class of Senior Notes immediately prior to such acquisition or sale (the "Current Portfolio").

"S&P Collateral Value": With respect to any Defaulted Obligation or Deferring PIK Obligation and any date of determination, (A) for the first 30 days after such Collateral Obligation becomes a Defaulted Obligation or a Deferring PIK Obligation, the S&P Recovery Amount of such Defaulted Obligation or Deferring PIK Obligation, as applicable, as of such date of determination and (B) thereafter, the lesser of (i) the S&P Recovery Amount of such Defaulted Obligation or Deferring PIK Obligation and (ii) the Market Value of such Defaulted Obligation or Deferring PIK Obligation, in each case as of such date of determination.

"S&P Industry Classification": The S&P Industry Classifications set forth in Schedule 3 hereto.

"S&P Rating" or "Standard & Poor's Rating": With respect to a Collateral Obligation or Reference Obligation that is a Bond or Loan, the rating determined as follows:

(i) if there is an issuer credit rating of the related Obligor or its guarantor by S&P, the most current issuer credit rating for such Obligor or its guarantor (*provided* that if such issuer credit rating is a confidential private rating, consent to the use of this rating for this purpose must be provided to S&P from such Obligor);

(ii) (a) if there is not an issuer credit rating of the Obligor or its guarantor by S&P, but there is a rating by S&P on a senior secured obligation of the Obligor or its guarantor, then the S&P Rating of the Collateral Obligation or Collateral Obligation will be one subcategory below such rating; (b) if there is not a rating by S&P on a senior secured obligation of the Obligor or its guarantor, but there is a rating by S&P on a senior unsecured obligation of the Obligor or its guarantor, then the S&P Rating will be such rating; and (c) if there is not a rating by S&P on a senior unsecured obligation of the Obligor or its guarantor, but there is a rating by S&P on a subordinated obligation of the Obligor or its guarantor, then the S&P Rating will be one subcategory above such rating; or

(iii) if there is neither an issuer credit rating of the Obligor or its guarantor by S&P nor a rating by S&P on an obligation of the Obligor or its guarantor, then the S&P Rating may be determined using any one of the methods below:

(A) if an obligation of the Obligor or its guarantor is publicly rated by Moody's, then the S&P Rating will be determined in accordance with the methodologies for establishing the Moody's Rating set forth above, except that the S&P Rating of such obligation will be (1) one subcategory below the S&P equivalent of the rating assigned by Moody's if such security is rated "Baa3" or higher by Moody's and (2) two subcategories below the S&P equivalent of the rating assigned by Moody's if such security is rated "Bal" or lower by Moody's; *provided* that Collateral Obligations constituting no more than 10% of the Collateral Principal Amount may be given a S&P Rating based on a rating given by Moody's as provided in this subclause (A) (after giving effect to the addition of the relevant Collateral Obligation, if applicable);