

(i) The Trustee shall, on or prior to the Closing Date, establish a single segregated trust account which shall be designated as the "Collection Account". In addition, the Trustee shall establish two segregated subaccounts of the Collection Account, designated as the "Interest Collection Subaccount" and the "Principal Collection Subaccount".

(ii) The Trustee shall from time to time deposit (A) all Principal Proceeds into the Principal Collection Subaccount and (B) all Interest Proceeds into the Interest Collection Subaccount.

(iii) The Issuer may, but under no circumstances shall be required to, deposit or cause to be deposited from time to time such Cash in the Collection Account as it deems, in its sole discretion, to be advisable and by notice to the Trustee may designate that such Cash are to be treated as Principal Proceeds or Interest Proceeds hereunder at its discretion. All Cash deposited from time to time in the Collection Account pursuant to this Indenture shall be held by the Trustee as part of the Collateral and shall be applied to the purposes herein provided.

(iv) All distributions, any deposit pursuant to Section 10.2(a)(iii) and any net proceeds from the sale or other disposition of a Collateral Obligation or Equity Security received by the Trustee shall be promptly deposited into the applicable Collection Account subject to Sections 10.2(a)(i) and (ii).

(v) Subject to Sections 10.2(a)(vii) and 10.2(a)(viii), all amounts deposited in the Collection Account, together with any securities in which funds included in such property are or will be invested or reinvested during the term of this Indenture, and any income or other gain realized from such investments, shall be held by the Trustee in the Collection Account as part of the Collateral subject to disbursement and withdrawal as provided in this Section 10.2. By Issuer Order executed by an Authorized Officer of the Collateral Manager (which may be in the form of standing instructions), the Issuer shall at all times direct the Trustee to, and, upon receipt of such Issuer Order, the Trustee shall, invest all funds received into the Collection Account during a Collection Period, and amounts received in prior Collection Periods and retained in the Collection Account, as so directed in Eligible Investments having stated maturities no later than the Business Day immediately preceding the next Payment Date. The Trustee, within one Business Day after receipt of any distribution or other proceeds which are not Cash, shall so notify the Issuer, and the Issuer shall, within five Business Days of receipt of such notice from the Trustee, sell such Distribution or other proceeds for Cash in an arm's length transaction to a Person which is not an Affiliate of the Issuer or the Collateral Manager and deposit the proceeds thereof in the Collection Account for investment pursuant to this Section 10.2; *provided* that the Issuer need not sell such distributions or other proceeds if it delivers an Officer's Certificate to the Trustee certifying that such distributions and other proceeds constitute Collateral Obligations or Eligible Investments.