

Senior Facility and the Mezzanine Facility while they are outstanding.

RAMP-UP AND MATURITY OF THE INITIAL FACILITY

Initial Facility Closing Date

The date on which the Initial Facility Agreement is executed.

Ramp-Up Period End Date

The date that is the earliest of:

- (a) the Scheduled Ramp-Up Period End Date;
- (b) the date on which an Event of Default has occurred;
- (c) the date on which the Engagement Letter is terminated; and
- (d) any MV Event Date,

provided that following the pricing of the Refinancing Securities, the Ramp-Up Period End Date will be extended to the Scheduled Refinancing Closing Date in connection with such pricing.

Scheduled Ramp-Up Period End Date

The date falling 18 months after the first date on which the Borrower enters into a binding commitment to purchase a Collateral Obligation or if such day is not a Business Day, the next succeeding Business Day; *provided* that if the Refinancing Pricing Date occurs on or prior to the date referenced above, the Scheduled Ramp-Up Period End Date will be the Scheduled Refinancing Closing Date.

Ramp-Up Period

The period:

- (a) from and including the Initial Facility Closing Date to but excluding the Ramp-Up Period End Date (such Ramp-Up Period End Date, a "**MV Ramp-Up End Date**"); *provided* that if the Ramp-Up Period has ended pursuant to clause (iv) of the definition of "Ramp-Up Period End Date" and an MV Trigger Cure occurs prior to the Scheduled Ramp-Up Period End Date, the Ramp-Up Period shall be reinstated; and
- (b) if the Refinancing Pricing Date occurs after Ramp-Up Period End Date, the period from and including the Refinancing Pricing Date to but excluding the Scheduled Refinancing Closing Date.

Maturity Date

The earliest to occur of:

- (a) the Refinancing Closing Date;
- (b) the Scheduled Maturity Date; and
- (c) the Business Day following the date on which the Issuer has received final payment on the last Asset to be disposed of.