

## 8. GLOSSARY

**“Active Fund”** means a Private Fund that (i) is not a Third-Party Subaccount and (ii) has executed 200 or more swaps per month on average over the 12 months preceding November 1, 2012. For purposes of clause (ii) of this definition, “swaps” shall mean swaps as defined by the CFTC for purposes of the implementation schedules under Parts 23 and 50 of the CFTC Regulations and shall exclude, without limitation, foreign exchange swaps and foreign exchange forwards exempted from regulation as “swaps” by the Secretary of the Treasury pursuant to authority granted by Section 1a(47)(E) of the CEA.

**“Advisers Act”** means the Investment Advisers Act of 1940, as amended.

**“Bank Holding Company Act”** means the Bank Holding Company Act of 1956, as amended.

**“Benefit Plan ECP”** means an employee benefit plan subject to ERISA, a governmental employee benefit plan or a foreign person performing a similar role or function subject to foreign regulation, in each case having total assets exceeding \$5 million or whose investment decisions are made by one of the following:

- (i) an investment adviser subject to regulation under the Advisers Act or a commodity trading advisor subject to regulation under the CEA;
- (ii) a foreign person performing a similar role or function subject to foreign regulation;
- (iii) a Financial Institution; or
- (iv) an Insurance Company.

**“Category 2 Entity”** means a Commodity Pool; a Private Fund (other than an Active Fund), or a person predominantly engaged in activities that are in the business of banking, or in activities that are financial in nature, as defined in Section 4(k) of the Bank Holding Company Act, provided that, in each case, the entity is not a Third-Party Subaccount.

**“Category 3 Entity”** means any person other than a Swap Dealer, Security-Based Swap Dealer, Major Swap Participant, Major Security-Based-Swap Participant, Active Fund or Category 2 Entity.

**“Commodity Pool”** means any investment trust, syndicate, or similar form of enterprise operated for the purpose of trading in commodity interests.

**“Commodity Pool ECP”** means a Commodity Pool that has total assets exceeding \$5 million and is formed and operated by a person subject to regulation under the CEA or a foreign person performing a similar role or function subject to foreign regulation, provided that, in respect of retail foreign exchange transactions, a Commodity Pool does not qualify as a Commodity Pool ECP unless one of the following conditions is met:

- (i) the Commodity Pool:
  - (A) is not formed for the purpose of evading regulation under Sections 2(c)(2)(B) or 2(c)(2)(C) of the CEA or related CFTC rules, regulations or orders;
  - (B) has total assets exceeding \$10 million; and
  - (C) is formed and operated by a registered commodity pool operator or by a commodity pool operator that is exempt from registration pursuant to CFTC Regulation 4.13(a)(3); or
- (ii) each direct participant in such Commodity Pool is itself an Eligible Contract Participant.