

c. "Actual Incentive Allocation Rate" shall mean, with respect to each fiscal year, the overall weighted average net incentive allocation rate actually payable by the Funds to the Fund Managers with respect to such fiscal year.

d. "Affiliate" shall mean, with respect to a particular person or entity, any person or entity, directly or indirectly, controlling, controlled by or under common control with such person.

e. "Agreement" shall have the meaning set forth in the Preamble.

f. "Annual Budget" shall mean, with respect to each fiscal year, the budget for the Firm, which shall be established on or prior to January 31 of each year. The draft Annual Budget shall be prepared by the Management Committee on or prior to February 1 of each year and is subject to approval by the Managing Member.

g. "Applicable Share" means a fraction, expressed as a percentage, the numerator of which is the amount of a Non-Managing Member's Note Obligations at the time of determination, and the denominator of which shall be the aggregate amount of all Non-Managing Members' Note Obligations at the time of determination.

h. "Capital Account" shall have the meaning set forth in Section 10a.

i. "Catch Up Allocations" shall mean 72.5% of that portion of the allocations made to a Fund Manager in respect of its carried interest in a Fund, in accordance with and pursuant to the applicable Fund documents, that are of a greater percentage of the profits than would normally be allocated as carried interest allocations in order to provide the Fund Manager with its proper share of profits of the Fund (i.e., the carried interest allocations made to a Fund Manager to have the Fund Manager "catch up" for prior priority allocations to investors on account of their preferred return), but only to the extent such allocations have not