

- l. "Cerberus Executive Entities" shall have the meaning set forth in Section 30.
- m. "Citi Loan" means the term loan credit facility entered into between the Company, as borrower, the guarantors referred to therein, Citibank, N.A., as administrative agent, Citibank, N.A., as a lender, and the other lenders from time to time party thereto.
- n. "Citi Loan Amount" shall have the meaning set forth in Section 11h(1).
- o. "Coinvestment Vehicles" shall mean coinvestment entities that invest in one or more Investments alongside the Funds and pay or allocate performance-based compensation or asset-based compensation to the Firm.
- p. "Company" shall have the meaning set forth in the Preamble.
- q. "Compensation Committee" shall mean the compensation committee of the Firm established in accordance with Section 6e.
- r. "Covenants Agreement" shall mean, with respect to each Member, the separate Covenants Agreement setting forth the restrictive covenants applicable to such Member, which shall be executed by each Member as a condition to being admitted as a Member of the Company, substantially in the form attached hereto as Exhibit A.
- s. "Deficit Loans" shall have the meaning set forth in Section 11g.
- t. "Delaware Act" shall mean the Delaware Limited Liability Company Act (6 Del. C. § 18-101, et seq.), as amended from time to time.