

z. "Desk Points" shall mean, with respect to each Member of a Desk for a fiscal year, the amount of Desk Points allocated to such Member in respect of such Desk for such fiscal year in accordance with Section 6e. Desk Points are the method by which each Member's percentage interest in a Desk Allocation Amount allocated to a Desk (less the aggregate amount allocated as the Desk Bonus Pool for such Desk for such year) is determined, with such percentage interest for a Member of a Desk being equal to the number of Desk Points allocated to such Member in respect of such Desk over the total number of Desk Points allocated to all Members in respect of such Desk.

aa. "Desk Pool" shall mean, with respect to each Desk for each fiscal year, the aggregate amount of Desk Allocation Amounts allocated to that Desk for such year (which may be either a positive or negative amount), increased by any Catch Up Allocations allocated to such Desk pursuant to Section 10b(4) for such fiscal year and decreased by any amounts in the nature of bonuses, "sign-on" payments or other lump sum amounts to the extent designated to be paid from a Desk Pool.

bb. "Dissolution Notice" shall have the meaning set forth in Section 8.

cc. "Distribution Date" shall have the meaning set forth in Section 11a.

dd. "Equity Base Amount" shall have the meaning set forth in Section 2ee.

ee. "Equity Payments" shall mean up to 72.5% of all net proceeds from a Liquidity Event relating to the equity in the Firm to the extent the net proceeds exceed a floor of at least \$2 billion (the "Equity Base Amount"); provided, however, that Equity Payments and Equity Base Amount shall not include any net proceeds attributable to capital contributions