

authority to make decisions with respect to such Family LLC's interest in the Company shall at all times be either such Executive or another person consented to by the Managing Member.

oo. "Feinberg" shall have the meaning set forth in the Preamble.

pp. "Firm" shall mean the Company, CCM and any of their Affiliates that provide investment advice or management services to the Funds.

qq. "Foreign Bonus Plan" shall have the meaning set forth in Section 10i.

rr. "Funds" shall have the meaning set forth in Section 3.

ss. "Fund Incentive P&L" shall mean, with respect to any fiscal year, the product determined by multiplying (A) the Incentive Allocation Rate by (B) the aggregate net realized and unrealized gains or losses of the Funds for such fiscal year (determined after deducting all Fund expenses), determined on a marked-to-market basis in accordance with the Firm's Valuation Policy reduced by (i) profit allocations allocated to third-party placement agents or consultants or similar amounts payable to fundraisers from incentive allocations or incentive fees; (ii) direct or indirect allocations to any other person admitted as a member to a Fund Manager acting as a general partner or investment manager of a Fund or any amounts in the nature of bonuses, "sign-on" payments or other lump sum amounts to the extent designated to be paid from overall incentive allocations or profit allocations; and (iii) the amount of any director's fees (including non-cash remuneration), break-up fees or other fees received by the Firm, its employees or the Executives, plus related interest thereon, to the extent the Fund Managers are required to reduce their incentive allocations from the Funds by such amounts in accordance with and pursuant to the applicable Fund documents; provided, however, that the Managing Member may determine Fund Incentive P&L hereunder for business groups in which a substantial percentage of the investment professionals are being compensated based on the Actual Incentive Allocation Rate which is payable to the Fund Managers by using that Actual Incentive Allocation Rate in place of the Incentive Allocation Rate.