

kkk. "New Funds" shall mean those Funds listed as such on Schedule B and any funds (including certain Coinvestment Vehicles) or accounts established by the Firm after the date hereof.

lll. "Non-Managing Member" shall mean each Executive or the Family LLC designated by such Executive to be a Member in his place.

mmm. "Note" shall mean a secured promissory note executed by a Non-Managing Member and payable to the Company, which Note evidences a Loan made by the Company to such Non-Managing Member and is substantially in the form attached hereto as Exhibit C.

nnn. "Note Collateral" shall mean the collateral securing the Loan and the other obligations of a Non-Managing Member under the Note executed by such Non-Managing Member.

ooo. "Note Default Event" means, as to any Note, the occurrence of an Event of Default under and as defined in such Note that has not been waived by the Company, or the Note Obligations under such Note having become due and payable until such time as such Note Obligations are paid in full.

ppp. "Note Obligations" means, as to any Note, the Obligations under and as defined in such Note.

qqq. "Offshore Fund Managers" shall have the meaning set forth in Section 30.

rrr. "Offshore Funds" shall have the meaning set forth in Section 30.

sss. "Operating Guidelines" shall have the meaning set forth in Section 8.