

“Side Letter” shall have the meaning set forth in Section 13.13(a).

“SOF II” shall mean DB Secondary Opportunities Fund II, LP, a Scottish limited partnership.

“Special Limited Partner” shall mean [*name of carry vehicle*], or its duly appointed successors and assignees (*provided* that any such successor or assignee shall be a vehicle in which Deutsche Bank, one or more of its Affiliates and/or their respective employees, directly or indirectly (including by way of any derivative contract) has a substantial economic interest), in its capacity as an Executive Fund Partner.

“Special Limited Partner Capital Contribution” shall have the meaning set forth in Section 5.1(c).

“Subscription-Line Indebtedness” shall mean any Indebtedness outstanding (including interest payable thereon) that is secured by a pledge or assignment of or security interest over all or any part of the General Partner’s right to call for and receive Loans or a Limited Partner’s obligation to advance Loans (and associated rights, entitlements and bank accounts).

“Subsequent Closing Partner” shall have the meaning set forth in Section 10.2(a).

“Substitute Partner” shall have the meaning set forth in Section 10.1(c).

“Successor Fund” shall have the meaning set forth in Section 2.3(e).

“Suspension Event” shall have the meaning set forth in Section 5.8(a).

“Target Amount” shall mean, with respect to any Limited Partner, an amount equal to the amount the Special Limited Partner would receive if, on the date of determination, the cumulative amount of Distributable Cash theretofore apportioned to such Limited Partner pursuant to the second sentence of Section 6.2(a) were distributed to such Limited Partner and the Special Limited Partner pursuant to Sections 6.2(a)(i) through (iv), assuming for this purpose that no prior distributions had been made to such Limited Partner or the Special Limited Partner from the Fund in respect of a Portfolio Investment or a Temporary Investment (other than for purposes of computing the Limited Partner’s internal rate of return for purposes of Section 6.2(a), which shall be computed based on actual advances of Loans made, payments made pursuant to Section 9.2 and distributions received in respect of such Limited Partner’s Interest).