

to make his pro rata share (based on General Points) of such contributions and may be required to make such contributions, in the Managing Member's discretion, once significant amounts (as determined in the Managing Member's reasonable discretion) have been distributed to the Non-Managing Members pursuant to Section 11 hereof. In connection therewith, the Managing Member may, in his sole discretion, if requested by a Non-Managing Member, arrange for the contributions required to be made by such Non-Managing Member to be funded by a lender that is an affiliate of the Managing Member pursuant to terms to be negotiated at that time.

6. Management of the Company.

a. Authority of the Managing Member. The business and affairs of the Company shall be managed by the Managing Member, who shall have the exclusive power and authority, on behalf of the Company, to take any action of any kind not inconsistent with the provisions of this Agreement and to do anything and everything he deems reasonably necessary or appropriate to carry on the business and purposes of the Company, including, but not limited to, exercising all voting rights of the Company in connection with its Special Membership Interests in the Fund Managers, causing the Company to sell the Special Membership Interests in the Fund Managers or admitting any senior executive of the Firm or other service provider as a member or partner in the Company or any Fund Manager pursuant to which such person is entitled to a portion of the incentive allocations allocable or payable to such Fund Manager or the Company (subject to the limitation set forth in Section 6e herein). The Managing Member is, to the extent of his rights and powers set forth in this Agreement, an agent of the Company for the purpose of the Company's business, and the actions of the Managing Member taken in accordance with such rights and powers shall bind the Company. Notwithstanding anything to the contrary in this Agreement, all determinations, allocations and decisions to be made under