

account balance relating to prior allocations on account of Richter Points (with such interests relating to prior allocations on account of Richter Points previously owned by a Member having been contributed to the Company pursuant to Section 3); (Y) to reflect Negative P&L as reflected in such Non-Managing Member's Revised Supplement as adjusted pursuant to section 10c and (Z) as of December 31, 2010, to reflect allocations and payments for fiscal year 2010 (which also are set forth in each Member's Revised Supplement). Commencing January 1, 2011, each Capital Account shall subsequently be (i) increased or decreased by the allocations of the Profit Share in accordance with Section 10b; and (ii) decreased by the amount of any cash distributed or deemed distributed to such Member (including tax distributions under Section 11f and deemed distributions to repay Loans under Section 11h) and the fair market value of any asset distributed in kind to such Member (net of any liabilities secured by such asset that such Member is considered to assume or take subject to under Section 752 of the Code); provided that allocations attributable to, and distributions in respect of, each of the Profit Share, Richter Points and Holdbacks shall be credited or debited, as the case may be, to or from the relevant sub-account. Allocations under this Agreement are generally allocations of book items of gain and loss (including unrealized gains and losses) and not items of income and gain for tax purposes. The Managing Member shall allocate Company income, gain, loss, deduction and credit for income tax purposes in accordance with Section 10d.

b. Allocations of Profit Share. Notwithstanding anything to the contrary in this Agreement, the determination of the amount of the Profit Share for 2010 and the allocations thereof for fiscal year 2010 and the amount of the payments made on account thereof for fiscal year 2010 shall be determined by the Managing Member in his sole discretion and shall be set forth as necessary in the Members' Revised Supplements. At the end of each fiscal year,