

notwithstanding anything to the contrary herein, 8/14.5 of such portion shall be allocated to the Desk Pools (and among the Desks in the manner in which the Managing Member shall determine) and 6.5/14.5 of such portion shall be allocated to the General Pool (in accordance with General Points).

(5) Allocations to certain Departed Non-Managing Members.

In the event that a Non-Managing Member's death, Permanent Disability, Retirement or termination by the Firm without Cause occurs during a fiscal year, such Departed Non-Managing Member or such Departed Non-Managing Member's estate or successor shall be allocated a pro rata share (which share shall be determined by the Managing Member in his sole discretion) of the General Pool and applicable Desk Allocation Amounts for the portion of such year ending on the last day of the calendar month preceding the date such Non-Managing Member became a Departed Non-Managing Member. In the event that a Non-Managing Member becomes a Departed Non-Managing Member for any other reason, such Departed Non-Managing Member shall not be allocated any share of the General Pool and applicable Desk Allocation Amounts for the year such Member became a Departed Non-Managing Member to the extent such amounts are positive (unless otherwise determined by the Managing Member), but such Departed Non-Managing Member shall be allocated his share of such amounts to the extent they are negative as provided in Section 10b(3).

c. Offset. To the extent a Member has Negative P&L as of December 31, 2009 as set forth in such Member's Revised Supplement, positive allocations of Profit Share relating to Existing Funds that would otherwise be made to such Member's Capital Account hereunder (computed on a separate basis for each Member) shall be allocated to Feinberg (instead of being allocated to such Member hereunder) until such Negative P&L has