

been offset ("Reallocated Amounts"). To the extent distributions to Feinberg from Existing Funds with respect to Reallocated Amounts of a Member have not fully offset Negative P&L of that Member at the time distributions are being made to that Member on account of Richter Points, the amounts otherwise payable to that Member on account of Richter Points may, in Feinberg's discretion and notwithstanding anything in Section 11e to the contrary, be paid to Feinberg until the Negative P&L is fully offset, in which case the appropriate portion of that Member's Capital Account relating to Richter Points shall be replaced by the same amount of Feinberg's unpaid Reallocated Amounts which shall be payable to such Member as if such allocation of Profit Share had been made directly to him originally. Distributions with respect to New Funds shall be made to the Member with Negative P&L (and not reallocated to Feinberg hereunder) to the extent such remaining Negative P&L is less than such Member's remaining Richter Points. To the extent an allocation of losses under Section 10b(3) above results in a reduction in the amount payable to a Non-Managing Member on account of Richter Points under Section 11e, the payment on account of such Richter Points shall be made 72.5% to the Company (and shall be distributable under Sections 11a, b, c, d and i hereunder) and 27.5% to Feinberg.

d. Tax Allocations. Each item of income, gain, loss, deduction and credit that is recognized by the Company for tax purposes shall be allocated pro rata among the Members in such manner as equitably reflects amounts credited to or debited to the Members' Capital Accounts pursuant hereto and to reflect the manner in which the Company will distribute amounts under Sections 11, 12 and 14 hereof as the Managing Member shall determine; it being the intention of the parties that the tax allocations of the Company shall cause, to the extent possible, the tax capital account of each Non-Managing Member to equal the amounts