

retained for the benefit of the Firm as described in Section 2hh above, shall be distributed (or retained in segregated accounts as set forth in Section 11c) on or prior to May 15 of the year following receipt thereof (the "Distribution Date" being the date of such distribution to the Members) to the Members (including the Managing Member) in accordance with Sections 11b, 11c, 11d, 11h and 11i; provided that the Managing Member may retain a portion of such amounts to the extent he reasonably anticipates there will be Excess Overhead Expense or similar payments and expenses or, in the sole discretion of the Managing Member, amounts are needed to repay Citi Loan Amounts, in the current or succeeding years. Any retained amounts shall be distributed (if not used to pay Overhead Expenses or such other payments) at such time that the Managing Member determines the need therefore no longer exists. Subject to Sections 11e, 11f, 11g, 11h and 11i, distributions on account of the Profit Share shall be made pro rata in accordance with the Member's Capital Account balances (including the Managing Member solely with respect to distributions relating to allocations to the Managing Member under Sections 6d(3), 6f and 10b(1)) as of December 31 of the year immediately preceding the Distribution Date after (i) reducing such Capital Account balances for (A) the sub-accounts established for Richter Points and Holdbacks and (B) any overall net profit allocations made during the two full calendar years ending on December 31 of the year preceding the Distribution Date for all Non-Managing Members that are not Departed Non-Managing Members that have entered Retirement; provided that Capital Account balances will have been reduced by overall net loss allocations made during such two year period for all Non-Managing Members and (ii) adjusting Capital Account balances for vesting or forfeiture in accordance with Section 12 for Departed Non-Managing Members (the Member's Capital Account balances as adjusted for this sentence being the Member's "Vested Capital Account Balance"). For avoidance of doubt, the