

aggregate amount equal to the 2009 Shortfall. Thereafter, General Incentive Distributions from the Fund Managers in respect of incentive allocations from Existing Funds and all distributions from New Funds shall be made to the Company and the other owners of the Fund Managers in the manner set forth in Section 11a. A Non-Managing Member shall not receive distributions on account of Richter Points in excess of the balance in such Non-Managing Member's sub-account established for Richter Points. Notwithstanding the foregoing, amounts distributed to Richter on account of his pre-2010 capital account balances shall continue to be payable to Richter and shall not be a part of General Incentive Distributions.

f. Notwithstanding Sections 11a, 11b, 11c, 11d, 11e, 11h or 11i, on or before April 15 of each year, the Company shall distribute to each Member such Member's pro rata share of Tax Distributions. All such Tax Distributions hereunder shall be treated as advances on amounts otherwise distributable to the relevant Member hereunder and shall reduce and offset the next amounts distributable to such Member hereunder with respect to their allocable portion of the Profit Share (but not distributions for Richter Points, Pre-2010 Capital Balances or 2009 Shortfall except to the extent such Tax Distribution is directly related to such amounts). In addition, notwithstanding anything to the contrary herein, the Managing Member may distribute, as an advance against future distributions or as a loan, amounts otherwise distributable to the Non-Managing Members hereunder to an Executive who is being allocated taxable income substantially in excess of amounts previously distributed or currently distributable to such Executive.

g. Notwithstanding anything to the contrary herein, to the extent that the Firm has insufficient cash from management fees, Incentive Allocations (to the extent they have been distributed or withdrawn from a Fund) or incentive fees to pay Overhead Expenses,