

(3) Any amount applied by the Company (including from the Interest Reserve or liquidity reserve) to pay Citi Loan Amounts (other than deemed advances) in accordance with Section 11h(1) and 11(h)(2) shall (i) be deemed distributed to such Non-Managing Member, (ii) reduce such Non-Managing Member's Capital Account balance and (iii) reduce the amount of such Non-Managing Member's Note Obligations in accordance with the terms of the applicable Note. To the extent the Interest Reserve is used to pay Citi Loan Amounts (other than principal), such amounts shall be added to each Non-Managing Member's Note Obligations based on each such Non-Managing Member's allocable share of the Citi Loan Amount so paid.

i. After the date that a Departed Non-Managing Member that has entered Retirement or a Resigned Member has a Capital Account balance of \$5 million or less (after taking into account any forfeiture pursuant to Sections 12c and 12d), distributions to such Departed Non-Managing Member or Resigned Member shall be made to the extent that the Company has received amounts from the Fund Managers on account of such Departed Non-Managing Member's portion of the Profit Share in accordance with the schedule set forth in clauses (1) through (3) below. In the event the Departed Non-Managing Member's Capital Account balance subsequently exceeds \$5 million due to additional allocations of Profit Share to such Departed Non-Managing Member, distributions shall be made to such Departed Non-Managing Member in accordance with Section 11c until his Capital Account balance is \$5 million or less, after which subsequent distributions shall be made in accordance with the schedule set forth in clauses (1) through (3) below.

(1) At the end of the year after such Departed Non-Managing Member's has a Capital Account balance of \$5 million or less (after taking into account any