

forfeiture pursuant to Sections 12c and 12d), 1/3 of such Departed Non-Managing Member's remaining Capital Account balance shall be distributed on the next Distribution Date to such Departed Non-Managing Member;

(2) At the end of the second year after such Departed Non-Managing Member's has a Capital Account balance of \$5 million or less (after taking into account any forfeiture pursuant to Sections 12c and 12d), 50% of such Departed Non-Managing Member's remaining Capital Account balance shall be distributed on the next Distribution Date to such Departed Non-Managing Member; and

(3) At the end of the third year after such Departed Non-Managing Member's has a Capital Account balance of \$5 million or less (after taking into account any forfeiture pursuant to Sections 12c and 12d), 100% of such Departed Non-Managing Member's remaining Capital Account balance shall be distributed on the next Distribution Date to such Departed Non-Managing Member.

## 12. Vesting; Forfeiture.

### a. Death, Permanent Disability, Termination by Firm Without Cause.

Upon a Non-Managing Member's death, Permanent Disability or termination by the Firm without Cause, such Departed Non-Managing Member or such Departed Non-Managing Member's estate or successor shall vest with respect to all amounts previously allocated to such Non-Managing Member's Capital Account (including allocations during the prior two calendar years).

b. Termination by Firm With Cause. A Departed Non-Managing Member that is terminated for Cause shall forfeit its Capital Account.