

- (c) The death of Jeffrey E. Epstein;
- (d) The Consent of the Members; or
- (e) The determination by STC to dissolve the Company following the removal of Etienne Binant as Manager of the Company, or following a Member voting deadlock with respect to a Company decision or action requiring the Consent of the Members, including, without limitation, a voting deadlock regarding a decision to dissolve the Company pursuant to Section 10.1(d) hereof.

10.2 Procedures Upon Dissolution.

(a) Upon dissolution of the Company, the Company shall be terminated and the Manager, or if there is no Manager, the Members, shall liquidate the assets of the Company. The proceeds of liquidation shall be applied and distributed in the following order of priority:

(i) First, to the payment of the debts and liabilities of the Company (other than any loans or advances made by any of the Members to the Company) and the expenses of liquidation;

(ii) Second, to the creation of any reserves which the Manager with the Consent of the Members, or liquidating Members, deem reasonably necessary for the payment of any contingent or unforeseen liabilities or obligations of the Company or Members (to the extent the Company is liable therefor) arising out of or in connection with the business and operation of the Company;

(iii) Third, to the payment of any loans or advances made by any of the Members to the Company; and

(iv) Thereafter, to the Members in the manner, and in the priorities set forth in Section 4.6.

(b) A reasonable time shall be allowed for the orderly liquidation of the assets of the Company and the discharge of liabilities. During the period beginning with the dissolution of the Company and ending with its liquidation and termination of this Agreement pursuant to this Section 10.2, the business affairs of the Company shall be conducted by the Manager or, if there is no Manager, by the Members. During such period, the business and affairs of the Company shall be conducted so as to preserve the assets of the Company and maintain the status which existed immediately prior to such termination.