

efforts (A) to provide information to the members of the Advisory Committee with respect to any such nominee and, if requested by such members, shall arrange for an interview of such nominee with such members at a mutually convenient time and place and (B) to schedule a vote by the Advisory Committee no sooner than five Business Days but no later than 30 Business Days after the notice of nomination is given. A nominee's election shall be effective upon the consent of the Advisory Committee (such approval not to be unreasonably withheld) and upon such election such nominee shall constitute a "Qualified Replacement". If the Advisory Committee shall not have taken action to accept or reject a nominee within 30 Business Days after notice of such Person's nomination is delivered, the General Partner shall deliver a second written notice to each member of the Advisory Committee stating that if the Advisory Committee takes no action within 10 Business Days after the date of such second notice, such nominee shall become a Qualified Replacement. Then, if the Advisory Committee shall still not have taken action within 10 Business Days of the delivery of such second notice, such nominee shall be deemed elected as a Qualified Replacement.

(iii) The Investment Period shall be reinstated (A) if the requisite number of Qualified Replacements are elected as provided in Section 5.8(a)(ii), or (B) at any time with the consent of 66⅔% in Interest (excluding Affiliated Partners). If the Investment Period is not reinstated in accordance with this Section 5.8 within 12 months of the occurrence of a Suspension Event, the Investment Period shall be terminated, and, notwithstanding Section 7.2, the annual General Partner's Share in respect of each Limited Partner shall then be determined using the methodology applicable to the calculation of the General Partner's Share in respect of such Limited Partner after the termination of the Investment Period.

(iv) If 75% in Interest (excluding Affiliated Partners) reasonably believes that a Key Person or the Manager has engaged in Removal Conduct, 75% in Interest may provide written notice to the Manager outlining (on a without prejudice basis) the factual basis for such belief. Within 10 Business Days of receipt of such notice the Manager shall either notify the Limited Partners in writing:

(A) that the Manager agrees that such Key Person or the Manager has engaged in Removal Conduct, in which case the Manager shall take such actions as soon as practicable to ensure such Key Person is no longer involved (directly or indirectly) with the Fund or, in the case of the Manager, to cure the Removal Conduct in a manner reasonably satisfactory to a Majority in Interest; or

(B) that the Manager does not agree that a Key Person or the Manager has engaged in Removal Conduct, in which case the Limited Partners representing