

credit recognized or allowable for Federal income tax purposes shall be allocated and credited or charged to the Sole Member.

B. Distributions. Net cash flow shall be distributed in the following priority:

1. First, to the Sole Member in repayment of any advance of funds to the Company as a lender, to the extent of and in proportion to such advances, including interest thereon, if any;

2. Additional distributions, if any will be made to the Sole Member, in such amounts and at such times as determined by the Sole Member.

C. Distribution upon Liquidation of the Company.

1. At the termination of the Company and after the Company has satisfied or provided for the satisfaction of all the Company's debts and other obligations, the Company's assets will be distributed in cash to the Sole Member and any dissociated members whose interests have not been previously redeemed first, in discharge of their respective capital interests; and then, in proportion to the Membership Units.

2. If the Company lacks sufficient assets to make the distributions described in the foregoing paragraph, the Company will make distributions in proportion to the amount of the respective capital accounts of the Sole Member and any dissociated members whose interests have not been previously redeemed.

SECTION V

MANAGEMENT OF BUSINESS

A. In General. The Company shall be manager-managed. The initial Manager of the Company shall be Jeanne Brennan. The Manager shall manage the business and affairs of the Company and shall have full and complete authority, power and discretion to do all things necessary or convenient to manage, control and carry out the business, affairs and properties of the Company, to make all decisions regarding those matters and to perform any and all other acts or activities customary or incident to the management of the Company's business.

B. Limitation of Manager's Authority. Notwithstanding the authority of the Manager, the consent of the Sole Member shall be required for the Manager to:

1. Sell, transfer, assign, convey, or otherwise dispose of any part of the Company's assets;
2. Cause the Company to incur any debt in excess of \$5,000, whether or not in the ordinary course of business;
3. Cause the Company to incur any debt less than \$5,000 other than in the ordinary course of business;