

*Proprietary and Confidential***7.2.2 Operational Rules.**

For purposes of 7.2.1 and this 7.2.2:

- (a) If distributions to which a Defaulting Partner otherwise would have been entitled have been withheld pursuant to 6.3.2, the amounts so withheld shall be treated as having been distributed to such Partner and any subsequent distributions of such amounts to the Defaulting Partner shall be disregarded;
- (b) Amounts treated as distributed to a Partner pursuant to 7.4 and the amounts of any reductions in the amounts otherwise distributable to a Partner pursuant to 11.1.8 shall be taken into account as if such amounts had been distributed to such Partner pursuant to 7.2.1;
- (c) Distributions made to any Partner's predecessors in interest shall be treated as having been made to such Partner;
- (d) The amount of any distribution of securities in kind shall be equal to the fair market value of such securities at the time of distribution; and
- (e) If there are Defaulting Partners, distributions shall be modified to the extent required by Article 6; and references in this Article 7 to "Partners" and to "Limited Partner" shall be modified accordingly.

**7.3 SPECIAL DISTRIBUTIONS.**

Distributions of available cash corresponding to amounts of Partnership net income and gains that have been specially allocated to Partners pursuant to 8.3 shall be made, at such time or times as the General Partner in its discretion shall determine, to the Partners to whom such net income and gains have been allocated. No distribution made to a Partner pursuant to this 7.3 shall be taken into account in determining the amount previously distributed to (or to be distributed to) such Partner pursuant to the other provisions of this Article 7.

**7.4 PAYMENT OF TAXES.****7.4.1 General.**

If the Partnership incurs an obligation to pay (directly or indirectly) any amount in respect of taxes with respect to amounts allocated or distributed to one or more Partners (including as a result of an audit or other tax proceeding), including but not limited to withholding taxes imposed on any Partner's or former Partner's share of the Partnership gross or net income and gains (or items thereof), income taxes, as well as any taxes imposed on the Partnership under Section 1446(f) of the Code (or any similar taxes imposed by any state, local or non-U.S. taxing authority) as a result of a Transfer with respect to which the Limited Partner was a party, any interest, penalties or additions to tax and any tax or other liability described in 14.6.2 (in each case, "Tax Liability"), or if the amount of a payment or distribution of cash or other property to the Partnership is reduced as a result of withholding or imposition of taxes, penalties and interest by other parties in satisfaction of any such Tax Liability:

- (a) All payments by the Partnership in satisfaction of such Tax Liability and all reductions in the amount of a payment or distribution that the Partnership otherwise would have received shall be treated, pursuant to this 7.4, as distributed to those Partners or former