

and operation of the Partnership. The balance of the expelled Partner's capital account in the Partnership shall be allocated among the remaining Partners pro rata in accordance with their capital accounts. The Partnership unit of a Partner so expelled for nonpayment shall be deemed to have been terminated, and the Partnership shall be reconstituted with one less Partnership unit.

ARTICLE V.

Profits and Losses

5.1 The net profits or net losses of the Partnership shall be distributable or chargeable, as the case may be, to each of the Partners in the same proportions as that Partner's interest bears to the whole.

5.2 An individual income account shall be maintained for each Partner. Profits and losses shall be credited or debited to the individual income accounts as soon as practicable after the close of each fiscal year. At the close of each fiscal year the Partners shall determine by a majority of votes whether or not a distribution of profits shall be made.

5.3 If there be no balance in the individual income accounts, net losses shall be debited to the individual capital accounts. If the capital account of a Partner shall have been depleted by the debiting of losses under this paragraph, future profits of that Partner shall not be credited to his income account until the depletion shall have been made good, but shall be credited to his capital account. After such depletion in his capital account shall have been made good, his share of the profit thereafter shall be credited to his income account.

ARTICLE VI.

Management

6.1 Interests in the Partnership are divided in indivisible Partnership units as in Article III defined. Each full Partnership unit shall be entitled to vote in the percentages as set forth in the attached Annex. All decisions, including but not limited to the decision to sell or lease the Partnership property or to refinance the Partnership indebtedness, shall be by a majority vote of the Partnership units (thus, a Partner who later acquires an additional full Partnership unit will be entitled to one vote for each full unit).

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