

not be available for current distribution under this Article. Any such funds may subsequently be made available for such distribution pursuant to this Article should a majority of the Partners so elect.

(5) After the close of each fiscal year and after the accountants have prepared the financial statements described in Article III hereof, and after the reserves that may be established by the Partners pursuant to Paragraph 4 hereof, the Partnership shall promptly distribute to the Partners in the proportions that they share profits and losses as provided in Article VI hereof, the net cash flow of the Partnership, subject to the extent that the Partnership has surplus cash available for such purpose. The terms "surplus cash" and "net cash flow" are hereby defined to mean:

(a) Surplus Cash - Surplus cash wherever used herein shall be all cash in excess of such reserves as may be defined by the Partners.

(b) Net Cash Flow - The taxable income for Federal Income Tax Purposes as shown on the books of the Partnership adjusted by the following items:

(i) Additions - The Federal taxable income of the Partnership shall be increased by (1) the amount of depreciation and/or amortization deductions taken in computing such taxable income; (2) all other receipts of the Partnership not included in taxable income, exclusive of capital contributions, the proceeds of loans, and similar capital receipts not provided for elsewhere; (3) to the extent not included in taxable income, exclusive of capital contributions, the proceeds of loans, and similar capital receipts not provided for elsewhere; (4) to the extent not included in such taxable income, the net proceeds from the sale of any part (but not all or substantially all) of the property owned by the Partnership; and (5) any other funds (including amounts previously set aside as reserves by the Partners where and to the extent that they no longer regard such reserves necessary to the efficient conduct of the Partnership business) deemed available for distribution and designated as net cash flow by the Partners.

(ii) Reductions - The Federal taxable income of the Partnership shall be reduced by (1) amortization of the mortgage and principal payments on similar natured obligations of the Partnership; (2) amounts

0503

4328 RV-2