

Limited Liability Company Agreement of XYZ Fund, LLC

THE LIMITED LIABILITY COMPANY INTERESTS REFERRED TO HEREIN (“INTERESTS”) HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE “SECURITIES ACT”). SUCH INTERESTS ARE BEING OFFERED AND SOLD PURSUANT TO AN EXEMPTION UNDER THE SECURITIES ACT AND/OR PURSUANT TO REGULATION D OF THE SECURITIES AND EXCHANGE COMMISSION. BECAUSE THE INTERESTS HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OR UNDER THE SECURITIES LAWS OF ANY STATE, THEY CANNOT BE SOLD UNLESS THEY ARE SUBSEQUENTLY REGISTERED OR AN EXEMPTION FROM REGISTRATION IS AVAILABLE. THERE IS NO OBLIGATION OF THE COMPANY TO REGISTER THE INTERESTS UNDER THE SECURITIES ACT OR UNDER THE SECURITIES LAWS OF ANY STATE.

Table of Contents

	Page
ARTICLE I ORGANIZATION	4
Section 1.01 Formation and Continuation of the Company	4
Section 1.02 Term.....	4
Section 1.03 Purposes	4
Section 1.04 Definitions.....	5
ARTICLE II CAPITAL	13
Section 2.01 Initial Capital Contributions	13
Section 2.02 No Further Capital Required; Additional Capital.....	14
Section 2.03 Additional Members	14
ARTICLE III INTERESTS.....	14
Section 3.01 Interests	14
Section 3.02 Capital Accounts and Allocation of Net Profits and Net Loss	14
Section 3.03 Liability.....	17
Section 3.04 Withdrawal of Capital.....	17
ARTICLE IV ALLOCATIONS AND DISTRIBUTIONS.....	21
Section 4.01 Tax Allocations.....	21
Section 4.02 Allocation of Certain Withholding Taxes and Other Expenditures..	22
Section 4.03 Distributions.....	22
Section 4.04 Memorandum Accounts.....	24
ARTICLE V MANAGEMENT; MANAGER.....	25
Section 5.01 Management.....	25
Section 5.02 The Manager	25
Section 5.03 Expenses	28
Section 5.04 Limitations on Powers of Manager.....	30
Section 5.05 Management Fees and Incentive Allocation.....	30
Section 5.06 Policy with Respect to Conflicts of Interests.....	31
Section 5.07 Tax Decisions.....	32
Section 5.08 Exculpation and Indemnification.....	32
ARTICLE VI BOOKS AND RECORDS; RESERVES.....	34
Section 6.01 Bank Accounts.....	34
Section 6.02 Books of Account	34
Section 6.03 Reports	34
Section 6.04 Reserves	35
Section 6.05 Valuation of Assets	36
ARTICLE VII TRANSFER OF COMPANY INTERESTS	37
Section 7.01 No Transfer	38
Section 7.02 Succession by Operation of Law	38
Section 7.03 New Members.....	38

Section 7.04 Rights of New Members	38
ARTICLE VIII TERMINATION	39
Section 8.01 Dissolution	39
Section 8.02 Liquidation of Assets	39
Section 8.03 Power of Attorney	40
ARTICLE IX MISCELLANEOUS	41
Section 9.01 Further Assurances.....	41
Section 9.02 Notices	41
Section 9.03 Governing Law	41
Section 9.04 Successors and Assigns.....	41
Section 9.05 Severability	42
Section 9.06 No Other Beneficiaries	42
Section 9.07 Amendments; Waiver	42
Section 9.08 Confidentiality	43