

previously been reflected in the Capital Accounts of the Non-Managing Members as a result of allocations of Fund Incentive P&L that related to preferred return or other items of income distributable to the investors. The Catch Up Allocations for Cerberus Institutional Partners, L.P.—Series Four shall first be allocated to Feinberg to the extent he has not otherwise been allocated income in respect of the 2009 Shortfall.

j. "Cause" shall mean (i) the Executive's breach of this Agreement or the Covenants Agreement, (ii) the Executive's repeated failure to follow the reasonable instructions of an authorized officer of the Firm, (iii) the Executive's repeated failure to adhere to any material policy or procedure of the Firm which is applicable to the Executive, (iv) the Executive's misappropriation (or attempted misappropriation) of a material business opportunity of the Firm including, without limitation, attempting to secure or securing any personal profit in connection with any transaction entered into by or on behalf of the Firm or misappropriating for personal benefit a transaction or investment idea that might otherwise be a transaction of the Firm, (v) the Executive's misappropriation (or attempted misappropriation) of any of the Firm's assets, funds or property, (vi) the Executive's indictment for, or the entering of a guilty plea or plea of no contest with respect to, a felony or other criminal act involving moral turpitude or the Executive becoming subject to any judgment, decree or order that would legally prevent the Executive from discharging the Executive's duties to the Firm; or (vii) any other act on the Executive's part involving intentional dishonesty, intentional misconduct or gross negligence (whether or not intentional), in each case, that could reasonably be expected to have a material adverse impact on the Firm or its reputation.

k. "CCM" shall mean Cerberus Capital Management, L.P.