

ttt. "Original Agreement" shall mean the original limited liability company agreement of the Company that was effective as of January 1, 2010.

uuu. "Overhead Expenses" shall mean all overhead and compensation (including compensation and related items for the Executives) attributable to the Firm and payable in 2010 or subsequent years regardless of when incurred, and shall include, for the avoidance of doubt, (1) compensation payable to employees and consultants of the Firm who are not Executives (and certain Executives who also receive compensation from the Firm outside of this Company) who are paid compensation equal to a portion of the Investment P&L attributable to Investments such persons' originate or manage (e.g., the mortgage and real estate teams) or are otherwise paid from management fees or other revenues of the Firm (but excluding amounts that are deducted from Fund Incentive P&L pursuant to clause (ii) of the definition of Fund Incentive P&L), (2) any expense reimbursements related to Richter, which shall be subject to the cap set forth in the Feinberg-Richter Agreement dated as of January 1, 2007, as amended from time to time, (3) amounts paid or accrued for contribution to any financial crisis repayment fund or any tax or charge levied on the Firm, (including, without limitation, any federal, state or local income tax imposed on the Firm and New York City unincorporated business tax), and amounts a Fund Manager is required to return to a Fund pursuant to a clawback obligation in accordance with and pursuant to the applicable Fund documents, (4) any payments to third-party placement agents or consultants for fundraising except to the extent such payments are to be made from incentive allocation and fees and are deducted in determining Fund Incentive P&L, (5) an accrual for the allocable portion of Prior Overhead Shortfall, and (6) all ordinary and customary expenses of the Firm and Cerberus Operations and Advisory Company, LLC, including, but not limited to compensation, rent, benefits, expense reimbursements, insurance expenses, amounts payable for