

dddd. "Resigned Member" shall mean a Departed Non-Managing Member that voluntarily ceases to provide services to the Firm by means of Resignation.

eeee. "Retained Deferred Fee Accounts" shall have the meaning set forth in Section 3.

ffff. "Retirement" shall occur if an Executive voluntarily ceases to provide services to the Firm and (i) the Executive is age 65 or older and has at least 10 years of service with the Firm or (ii) the Managing Member otherwise consents to such voluntary termination being deemed a Retirement.

gggg. "Revised Supplement" shall have the meaning set forth in Section 5 and shall include the initial supplement delivered to a Member who was admitted to the Company after the limited liability company agreement of the Company was amended and restated.

hhhh. "Richter" means Richter Investment Corp. or William L. Richter.

iiii. "Richter Points" shall mean distributions of \$180,768,677 payable to persons as set forth in the Revised Supplements and the accounting records of the Firm from the Fund Managers with respect to incentive allocations earned on or before December 31, 2009 pursuant to the terms and conditions set forth in the Feinberg-Richter Agreement dated as of January 1, 2007, as amended from time to time, and the Cerberus Employees, LLC Limited Liability Company Agreement dated as of January 1, 2003.

jjjj. "Special Membership Interest" shall mean the Company's special membership interest in each Fund Manager, which shall be an interest that is generally entitled to 72.5% of the Fund Incentive P&L and 72.5% of certain distributions on account of incentive allocations earned by such Fund Manager, 100% of the Fund Incentive Performance attributable