interests or managing member interests owned on December 31, 2009 directly or indirectly by

Feinberg or Richter (or affiliates thereof) in Cerberus Partners, L.P., Cerberus Partners II, L.P.,

Cerberus International II, Ltd., Styx Partners, L.P., Gabriel Assets LLC and affiliates, Blackacre

Capital Partners, L.P., Ableco, L.L.C. and 299 Credit Finance Holdings LLC (such direct or

indirect general partner or managing member interests, the "Excluded Interests") including all

allocations and distributions made after the date hereof on account of such capital accounts

(provided that the Company shall share in all incentive allocations from such Funds with respect

to all periods beginning on or after the date of the Original Agreement and such allocations shall

be included in the determination of Profit Share hereunder), or (iii) the other assets of the Firm,

including, without limitation, certain receivables and fixed assets, which shall continue to be

owned by CCM and the Firm's other fund managers solely for the benefit of Feinberg. In

addition, the Company shall have no interest in any deferred fee accounts payable directly or

indirectly to Feinberg or Richter (or affiliates thereof) on December 31, 2009 and any allocations

and distributions with respect to such deferred fee account balances on or after the date of the

Original Agreement (the "Retained Deferred Fee Accounts"). Finally, the Company shall have

no interest in any capital accounts or other interests owned by any Executive in any Fund on the

date hereof. Certain affiliates of the Fund Managers may receive performance-based

compensation from a Fund in the form of a fee (and not an incentive allocation), and such

amounts generally may be paid to another entity in the Managing Member's discretion. Any

such amounts paid to another entity shall be distributed to the partners/members of that entity in

the same manner that such amounts would have been distributed had such incentive fees been

allocated and distributed under this Agreement. All computations of allocations and