

General Points, Desk Points and the allocation of the Desk Bonus Pools, including information concerning the revenue, expenses and profits of the Firm.

f. Investment Committee. The Firm shall establish an investment committee for each Desk and for each other business investment group of the Firm (each, an "Investment Committee"). Feinberg shall have final approval over all decisions made by each Investment Committee including, without limitation, all decisions with respect to the acquisition, disposition and financing of all Investments; provided, however, if 75% of the members of the applicable Investment Committee vote against a proposed Investment, the Investment shall not be made, except that Feinberg may override the Investment Committees not more than two times in any calendar year and cause the Funds to make such Investments. Any Investments made as a result of a Feinberg override shall be excluded from the calculation of Profit Share and Fund Incentive P&L, and the Investment P&L from such Investment shall increase or decrease only the share of the incentive allocations and incentive fees allocated or paid to Feinberg and Richter.

g. Expenses. The Company shall be responsible for paying, and the Managing Member shall pay directly out of Company funds, all reasonable costs and expenses incurred in connection with the operation of the business of the Company in the ordinary course, including, without limitation, expenses incurred with respect to the formation of the Company, income or other taxes payable by the Company, expenses incurred in the preparation of reports to the Members and any legal, accounting and other professional fees and expenses.

h. Conditions to Admission as a Non-Managing Member. Each Non-Managing Member hereby agrees, as a condition to receiving allocations and related distributions hereunder that (i) all determinations under this Agreement, including, without limitation, the determinations regarding Desk Percentages, the allocation of General Points, Desk