

13. Sale of Assets; Capital Transactions. The Managing Member on behalf of the Company shall have the sole discretion to sell, assign or transfer one or more of the Special Membership Interests (after all amounts have been repaid under the Citi Loan) to any entity with respect to which Feinberg and his Affiliates do not own more than 50% of the equity interests (a "Third Party") without the consent of the Non-Managing Members. The Non-Managing Members acknowledge that the Fund Managers and Feinberg may also (i) sell, assign or transfer to a Third Party all or a portion of the Firm or the Fund Managers' general partner interests in the Funds (including a sale of the right to all or a portion of the future allocations of income and gain and the right to all distributions and payments from such Funds), (ii) sell, assign or transfer to a Third Party all or a portion of the equity interests in the Firm or the Fund Managers, including the right to future allocations of income and gain from the Fund Managers and the right to all distributions from the Fund Managers and the Funds or (iii) enter into one or more capital transactions relating to some or all of the Fund Managers or the equity interests in the Fund Managers pursuant to which all or a portion of the Fund Managers' rights to allocations, distributions or payments from the Funds is sold, assigned, transferred or pledged, in all cases, without the consent of the Company or the Executives or any other Member (each such event described in this Section 13, a "Liquidity Event"). In the event a transaction occurs as described in this Section 13, the Non-Managing Members' right to future allocations of Profit Share hereunder shall be proportionately reduced in the manner determined in the reasonable discretion of the Managing Member to reflect the percentage of future allocations of Profit Share that were transferred in such Liquidity Event and all proceeds from such Liquidity Event shall be payable to the Managing Member except to the extent provided in Section 14 hereof and except to the extent any such proceeds relate to Richter Points and Profit Share allocable through the period