

### **2010 Incentive Plan v 2011 Incentive Plan**

	<b>2010 Incentive Plan</b>	<b>2011 Incentive Plan</b>
<i>Eligible Employees</i>	<ul style="list-style-type: none"> <li>Employees that started before July 1, 2010 and remaining through December 31, 2010</li> </ul>	<ul style="list-style-type: none"> <li>Employees that start before October 1, 2011 and remaining through December 31, 2011.</li> <li>Employees working partially on derivatives project also eligible (in discretion of Derivatives Co-Heads)</li> </ul>
<i>Claims Mitigation Definition</i>	<ul style="list-style-type: none"> <li>Claims actually mitigated</li> </ul>	<ul style="list-style-type: none"> <li>Claims actually mitigated plus claims mitigation settlement offers</li> </ul>
<i>Contributions to Incentive Pool</i>	<ul style="list-style-type: none"> <li>50 bps for Asset Recovery between \$10-\$11 billion</li> <li>100 bps for Asset Recovery exceeding \$11 billion</li> <li>20 bps for claims mitigated</li> </ul>	<ul style="list-style-type: none"> <li>100 bps for Asset Recovery exceeding greater of \$15 billion and total Recovery Value determined for the 2010 Incentive Plan as of December 31, 2010</li> <li>30 bps for claims mitigated or claims settlement offers exceeding \$10 billion</li> </ul>
<i>Special Thresholds</i>	<ul style="list-style-type: none"> <li>SPVs – If overall recovery exceeds \$11 billion, contributions based on SPV recovery limited to 25 bps in excess of \$3 billion</li> <li>Big Banks Claims – 20 bps for claims mitigated up to \$5 billion; 5 bps for claims mitigated over \$5 billion</li> </ul>	<ul style="list-style-type: none"> <li>Incorporated into overall thresholds for Asset Recovery and Claims Mitigation.</li> </ul>
<i>Individual Payout Maximum Calculations</i>	<ul style="list-style-type: none"> <li>Maximum payout equal to (i) attributable share of 85% of aggregate incentive pool (predetermined based performance, function, seniority, historical compensation, etc.), plus (ii) attributable share of 15% of aggregate incentive pool (reserved discretionary for Derivatives Co-Heads);</li> <li>Actual payout of 85% based upon satisfaction of aggregate thresholds and 15% based upon discretion of Derivatives Co-Heads;</li> <li>Maximum and actual payout subject to Creditors' Committee Consent, such consent not to be unreasonably withheld</li> </ul>	<ul style="list-style-type: none"> <li>100% of maximum and actual payout determined in discretion of Derivatives Co-Heads (based on performance, function, seniority, historical compensation, etc.)</li> <li>Maximum and actual payout subject to Creditors' Committee Consent, such consent not to be unreasonably withheld</li> </ul>

<i>Extension / Holdback</i>	<ul style="list-style-type: none"> <li>▪ If extension for 2011 is offered, estate has option to hold back 25% of 2010 incentive payout (only for employees earning greater than \$150,000)</li> <li>▪ If extension is accepted, employee's (i) 2011 base salary will be equal to at least earned 2010 base salary, (ii) 2011 Contractual Bonus will be equal to at least 2010 earned Contractual Bonus, and (iii) 2011 incentive will be equal to at least 50% of 2010 incentive</li> </ul>	<ul style="list-style-type: none"> <li>▪ If extension for 2012 is offered, estate has option to hold back 25% of total 2011 incentive payment, i.e., 50% of earned 2010 incentive payment plus 2011 earned incentive payment (only for employees earning greater than \$150,000)</li> <li>▪ If an employee accepts an extension offer, such individual's (i) 2012 base salary will be at least equal to his or her 2011 earned base salary and (ii) 2012 Contractual Bonus will be at least equal to his or her earned 2011 Contractual Bonus</li> </ul>
---------------------------------	---	--