

PROPOSED IMPALA SUCCESS FEE

1. Filing Disclosure Statement and Plan of Reorganization

CAP

On or before October 1, 2003
(Reduced by \$500,000 every month with a minimum of \$2mm)

\$5 mm

2. Implementing Savings

For every \$20mm of annual savings implemented before the filing of the Plan of Reorganization (savings measured against the June 2003 run rate) \$1 mm with a maximum of

\$5 mm

3. Upon completion of a merger between Allegiance and a third party the lesser of \$3mm or half of one percent (.5%) of the total net proceeds realized by the Senior (Bank) Lenders and the Unsecured Lenders

\$3 mm

\$13 mm