

PROPOSED IMPALA SUCCESS FEE

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| 1. <u>Filing Disclosure Statement and Plan of Reorganization</u> | <u>CAP</u> |
| On or before October 1, 2003 | \$5 mm |
| (Reduced by \$500,000 every month with a minimum of \$2mm) | |
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| 2. <u>Implementing Savings</u> | |
| 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 |
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| 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 |
| | <u>\$13 mm</u> |