

to all such amounts due all Holders (other than the GmbH Lenders except to the extent expressly provided in the GmbH Guaranty) on the relevant Distribution Date;

FIFTH: To the GmbH Lenders in an amount equal to all amounts then due and payable under the GmbH Guaranty; and

SIXTH: Any surplus then remaining shall be paid to the Company, its successors or assigns, or to whomsoever may be lawfully entitled to receive the same, or as a court of competent jurisdiction may direct.

(b) The term "unpaid" as used in this Section 3.4 shall mean all amounts of Trustees' Fees, Secured Debt outstanding and other amounts due as of a Distribution Date as to which prior distributions have not been made, or if made, have subsequently been recovered from the recipient thereof. The term "unpaid interest" as used in this Section 3.4 shall include interest accrued after, as well as before, the date of filing a petition initiating a case under the Bankruptcy Code on behalf of or against the Company, as debtor.

(c) On each Distribution Date, the Trustee shall promptly apply amounts at the time held by it as proceeds of the Accounts as provided in clause "SECOND" above.

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