

EXHIBIT C

SALE TRANSACTION FEE CALCULATION¹

Key Sale Terms per MBLY Retention Order	
Sale Transaction Fee (% of Aggregate Consideration) Equal to the Sum of:	
Aggregate Consideration up to \$200MM	1.00%
Aggregate Consideration between \$200MM-\$250MM	1.50%
Aggregate Consideration greater than \$250MM	2.00%

MBLY Sale Transaction Fee Calculation	
Estimated Purchase Price less Escrow Amount	\$327,466,419
Plus Additional Assets/Assumed Liabilities:	
Contract Escrow Offset	\$8,178,783
Carrier Deposit Liability	763,722
Assumed Warranty Liabilities	9,315,000
Assumed Rebate Liabilities	3,702,000
Assets Left on Balance Sheet ²	39,705,000
Aggregate Consideration	<u>\$389,130,924</u>
MBLY Average Sale Transaction Fee %	<u>1.42%</u>
MBLY Gross Sale Transaction Fee	\$5,532,618.48
Less: Credit of Monthly Advisory Fees ³	<u>(1,275,000.00)</u>
MBLY Net Sale Transaction Fee	<u>\$4,257,618.48</u>
MBLY Net Average Sale Transaction Fee % After Crediting	<u>1.09%</u>

¹ Source: Management of the Debtors.

² Excludes cash collateral deposited with letter of credit providers.

³ Pursuant to the Engagement Letter, 50% of Monthly Advisory Fees earned on or after August 1, 2003 and 100% of Monthly Advisory Fees earned prior to August 1, 2003 are credited against and reduce the Sale Transaction Fee.