

CERBERUS EXECUTIVE, LLC

**ACTION BY WRITTEN CONSENT
OF THE
MANAGING MEMBER**

(dated as of January 11, 2017)

THE UNDERSIGNED, being the managing member (the "Managing Member") of Cerberus Executive, LLC, a Delaware limited liability company (the "Company"), acting pursuant to the laws of the State of Delaware, agrees, consents to and directs the following actions, declaring them to be in full force and effect as of the date hereof.

I. APPOINTMENT OF OFFICERS

WHEREAS, the Managing Member deems it to be in the Company's best interest to appoint or confirm the appointment of the officers of the Company named on Schedule I attached hereto (each an "Officer" and collectively, the "Officers"), effective as of the date hereof.

NOW, THEREFORE, be it hereby resolved as follows:

RESOLVED, that each of the Officers be, and each of them hereby is, appointed and confirmed to be an officer of the Company, authorized and empowered to make, execute and deliver, or to accept delivery of, or to cause to be made, executed and delivered any documents in connection with the business of the Company, with full power of substitution, in the name and on behalf of the Company and to do or cause to be done all such acts or things, in the name and on behalf of the Company as the Officer executing the same may deem necessary, appropriate or desirable to effectuate and carry out the business of the Company, and to enable and facilitate the Company to consummate any transactions contemplated by the Company, all in accordance with the limited liability company agreement as in effect from time to time.

II. CREDIT AGREEMENT

WHEREAS, the Managing Member has reviewed the form, terms and conditions of that certain Credit Agreement, to be dated on or about the date hereof (as the same may hereafter be amended, supplemented, amended and restated or otherwise modified from time to time, the "Credit Agreement"), by and among the Company, as borrower, Citicorp North America, Inc., as administrative agent (in such capacity, the "Agent"), Citigroup Global Markets Inc., as sole lead arranger and bookrunner (in such capacity, the "Arranger"), and the lenders party thereto from time to time (the "Lenders"), pursuant to which (i) the Company will obtain term loans from the Lenders in an aggregate principal amount of \$213,000,000 (the "Term Loans"), primarily to finance employee loans (the "Employee Loans"), fund an interest reserve account for the Term Loans and pay related fees and expenses and for working capital purposes and (ii) the Company and certain of its affiliates will grant liens on certain assets to secure the Term Loans (the "Transaction");

WHEREAS, the Company will execute, deliver and perform the Transaction Documents and the other Authorized Documents (as defined below) to which it is or is intended to be a party;

WHEREAS, the Managing Member has reviewed the form, terms and conditions of each of the Loan Documents (as defined in the Credit Agreement) including, without limitation, (i) the

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