

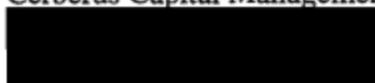
distributions relating to Profit Share hereunder shall take into account allocations and distributions relating to incentive fees made by the entity that receives and distributes such fees.

4. Registered Office; Registered Agent. The registered agent of the Company in the State of Delaware is Corporation Trust Company. The name and address of the registered agent of the Company for service of process on the Company in the State of Delaware is Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801.

5. Members.

a. The name and address of the Managing Member is as follows:

<u>Name</u>	<u>Address</u>
Stephen A. Feinberg	Cerberus Capital Management, L.P.



b. The names of the Non-Managing Members and the pools in which they are participating are set forth on Schedule A and Schedule C hereto. The Managing Member shall provide a separate supplement to this Agreement to each Non-Managing Member which shall set forth such other terms and conditions relating to that particular Non-Managing Member, if any, as the Managing Member shall determine, a Non-Managing Member's Negative P&L, Richter Points, December 31, 2014 Capital Account balance and any other terms and conditions that the Managing Member determines are or are not applicable to such Non-Managing Member (a "Revised Supplement"), which shall be deemed to constitute a part of this Agreement for all purposes hereunder. A list of certain information to be included in the Revised Supplement is attached hereto as Exhibit B. Any such Revised Supplement may be modified as set forth in this Agreement and by the Managing Member in his sole discretion. By executing this Agreement, each Non-Managing Member acknowledges and agrees that this