

and the Company and each Member agree that such provisions, as so amended, shall be valid and binding as though any invalid or unenforceable provision had not been included in this Agreement. The remainder of this Agreement shall not thereby be affected and shall be given full effect, without regard to the invalid portion. If any court determines that any forfeiture provision hereunder is invalid or unenforceable because of its scope, such court shall reduce the scope of such provision to the minimum extent necessary to make such provision valid and enforceable.

30. Cerberus Executive Entities. The Managing Member may form one or more sister entities to the Company domiciled outside of the U.S. ("Cerberus Executive Entities"), including Cerberus Executive, L.P., a Cayman Islands exempted limited partnership, which may (a) acquire and own (i) the Special Membership Interests in (1) certain offshore Fund Managers (the "Offshore Fund Managers") that act as the general partner to certain offshore Funds and managed accounts (collectively, the "Offshore Funds") and (2) such new Offshore Fund Managers that may be established in connection with new Offshore Funds, and (ii) the right to receive certain Equity Payments, and (b) conduct such other activities as may be necessary or incidental to the foregoing purposes. To the maximum extent practicable, Feinberg, Richter and each other Member will have the same economic interest in the allocations and distributions made under this Agreement and the operating documents of the Cerberus Executive Entities that such Person would have had if the Cerberus Executive Entities had not been established, the Company owned the Special Membership Interests in the Offshore Funds Managers and all allocations and distributions were made under this Agreement. Accordingly, the allocations and distributions made by the Cerberus Executive Entities shall be netted together with the allocations and distributions made by the Company as if the Cerberus Executive Entities and the