

Company were a single entity for purposes of determining the Members' economic interests in the Cerberus Executive Entities and the Company. To the extent allocations or distributions are made by the Cerberus Executive Entities that would otherwise have been made by the Company, they shall reduce the allocations or distributions that otherwise would have been made by the Company and vice versa. In addition, all rights granted to the Company hereunder with respect to the Note Collateral pledged by any Non-Managing Member under a Note shall apply to the same extent to such Non-Managing Member's interest in any of the Cerberus Executive Entities. Each of the Non-Managing Members hereby appoints the Managing Member as his, her or its true and lawful representative and attorney-in-fact, in his, her or its name, place and stead to make, execute, sign, acknowledge, swear to and file any and all instruments, certificates, agreements and other documents deemed necessary or desirable to effectuate any Cerberus Executive Entities contemplated under this Section, including to facilitate the admission of the Members to a Cerberus Executive Entity and to give effect to the Loans and pledge of Note Collateral hereunder, including the provisions of Sections 19 and 20.

*[The rest of this page is intentionally left blank.]*