

**CERTIFICATE FOR NON-MANAGING MEMBERSHIP
INTERESTS IN CERBERUS EXECUTIVE, LLC**

THIS CERTIFICATE HAS NOT BEEN AND WILL NOT BE REGISTERED UNDER THE SECURITIES ACT OF 1933 OR UNDER THE SECURITIES OR BLUE SKY LAWS OF ANY STATE. THE HOLDER OF THIS CERTIFICATE, BY ITS ACCEPTANCE HEREOF, REPRESENTS THAT IT IS ACQUIRING THIS SECURITY FOR INVESTMENT AND NOT WITH A VIEW TO ANY SALE OR DISTRIBUTION HEREOF. ANY TRANSFER OF THIS CERTIFICATE OR ANY MEMBERSHIP INTEREST REPRESENTED HEREBY IS SUBJECT TO THE TERMS AND CONDITIONS OF THE COMPANY AGREEMENT (AS DEFINED BELOW).

Certificate Number _____

CERBERUS EXECUTIVE, LLC, a Delaware limited liability company (the "Company"), hereby certifies that _____ (the "Holder") is the registered owner of non-managing member interests in the Company as provided in the Revised Supplement of the Holder. The rights, powers, preferences, restrictions and limitations of the membership interests of the Non-Managing Members in the Company are set forth in, and this Certificate and the membership interests in the Company represented hereby are issued and shall in all respects be subject to the terms and provisions of the Third Amended and Restated Limited Liability Company Agreement of the Company dated as of _____, 2016, as the same may be further amended or restated from time to time (the "Company Agreement").

Transfer of any or all of the membership interests in the Company evidenced by this Certificate can be effected only after compliance with all of the restrictions under the Company Agreement and the presentation to the Company of this Certificate, accompanied by an assignment in the form appearing on the reverse side of this Certificate, duly completed and executed by and on behalf of the transferor in such transfer. Each membership interest of a Non-Managing Member in the Company shall constitute a "security" within the meaning of Article 8 of the Uniform Commercial Code (including Section 8-102(a)(15) thereof) as in effect in the States of Delaware and as further described in Section 20 of the Company Agreement.

IN WITNESS WHEREOF, the Company has caused this Certificate to be executed as of the date set forth below.

CERBERUS EXECUTIVE, LLC

Dated: _____

By: _____

Name: Stephen A. Feinberg

Title: Managing Member

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