

CERBERUS EXECUTIVE, LLC

OFFICER'S CERTIFICATE

January 11, 2017

This Officer's Certificate is being delivered on behalf of Cerberus Executive, LLC, a Delaware limited liability company (the "Company"), pursuant to Section 4.01(e) of that certain Credit Agreement, dated as of the date hereof, by and among the Company, as borrower, Citicorp North America, Inc., as administrative agent, Citigroup Global Markets Inc., as sole lead arranger and bookrunner, and the lenders party thereto from time to time (as the same may hereafter be amended, supplemented, amended and restated or otherwise modified from time to time, the "Credit Agreement"). Capitalized terms used herein that are not otherwise defined shall have the same meaning as in the Credit Agreement.

I, the undersigned, as a Senior Managing Director of the Company, do hereby certify, on behalf of the Company and not personally, that:

1. The persons whose names, titles and signatures appear on Exhibit A attached hereto are, on and as of the date hereof, duly elected, qualified and acting officers of the Company occupying the offices set forth opposite their respective names on Exhibit A, and the signature set forth opposite their respective names are their true and genuine signatures.
2. Attached hereto as Exhibit B is a true and correct copy of resolutions adopted by the written consent of the managing member of the Company, authorizing the execution, delivery and performance of the Loan Documents to which the Company is or will be a party and the consummation of the transactions contemplated thereby. None of the resolutions set forth in Exhibit B have been amended, modified, revoked or rescinded, and each of such resolutions is in full force and effect on the date hereof.
3. Attached hereto as Exhibit C is a true, correct and complete copy of the limited liability company agreement of the Company (as amended through the date hereof) as is in full force and effect on the date hereof.
4. Attached hereto as Exhibit D is a true, correct and complete copy of the certificate of good standing of the Company, certified by the Secretary of State for the State of Delaware as of a recent date.
5. Attached hereto as Exhibit E is a true, correct and complete copy of the certificate of formation of the Company (including any amendment thereto), certified by the Secretary of State for the State of Delaware and such certificate of formation remains in full force and effect as of the date hereof and such certificate of formation has not been amended since the date of the last amendment, if any, incorporated therein or attached thereto.

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