



**BANKERS TRUST COMPANY**  
NEW YORK

1150-103

I, **Kieran Malone**, Assistant Secretary of BANKERS TRUST COMPANY, a corporation, duly organized and existing under the Laws of the State of New York, hereby certify that the following is a true copy of resolutions duly passed by the Board of Directors of said Company at meetings regularly and duly held, at which quorums were present; that said resolutions are still in force; and that no action has been taken in any way to nullify the effect of same:

"(1) **RESOLVED**, that, whenever in these resolutions used, the words:  
*Officer* shall be taken to mean the Chairman of the Board, the Vice Chairman of the Board, the President, the Chairman of the Executive Committee, an Executive Vice President, an Administrative Vice President, a Senior Vice President, a First Vice President, a Vice President, a Secretary, a Controller, an Assistant Vice President, a Trust Officer, an Assistant Controller, an Assistant Secretary, an Assistant Treasurer, an Assistant Trust Officer, a Manager, or any other title in which the word "Officer" is used; or at the overseas offices, a General Manager; \* \* \* \*

(2) **RESOLVED**, that any contract, document, instrument, certificate or other paper that it may be necessary or appropriate to execute for, or on behalf of, the Company in the conduct of its lawful business, either on its own behalf or in a fiduciary, representative or agency capacity, may be signed by any officer of the Company, except that

A. Travelers' letters of credit issued by the Company shall be signed (a) by any two of the group consisting of officers, Assistant Managers and Holders of Per Procuracion, or (b) by any one of the foregoing group and by a Designated Employee;

B. Reconcilements, verifications, certifications of balances and correspondence relating thereto may be signed by a General Auditor, an Auditor, a Deputy Auditor, an Associate Auditor, an Assistant Auditor or an Auditor of the London Offices; and certifications of balances may also be signed by an Assistant Manager or a Holder of a Per Procuracion;

C. In respect of real estate standing in the name of this Company in any fiduciary capacity or held by it as an agent, or in any fiduciary capacity, contracts (a) authorizing agents to manage such properties and to sign leases in connection therewith, (b) for light, heat and power for such properties, and (c) covering care and maintenance services for such properties where such contract involves total receipts or total expenditures of more than \$20,000 a year, shall be signed by a Vice President;

D. Appointments of attorneys-in-fact to represent the Company as a fiduciary in any proceeding before the Treasury Department of the United States or any other tax authority shall be signed by a Vice President, an Assistant Vice President or a Trust Officer; when the Company is named as attorney to transfer stock certificates, registered bonds or other securities, powers of substitution in connection with the transfer thereof may be signed by any officer or any employee specifically authorized in writing for this purpose by a Vice President; appointments on behalf of this Company, as Trustee under Equipment Trusts (under either the Conditional Sale or Philadelphia Plan), of agents or inspectors to receive delivery or inspect, accept and sign receipts for equipment deliverable under such trusts shall be signed by a Vice President or an Assistant Vice President; and other appointments of attorneys-in-fact, agents or substitutes, with or without power of substitution and with or without full power of revocation, to perform on a specific occasion or for a specific transaction or specific transactions any act on behalf of the Company shall be signed by a Vice President;

(3) **RESOLVED**, that, in addition to the authority conveyed under resolution (2):

A. An Assistant Manager may sign satisfactions, extensions, assignments, releases and instruments of partial release of chattel mortgages, conditional sales contracts and other personal property held by this Company as security, including assignments of life insurance policies;

B. An Assistant Manager or a Holder of a Per Procuracion may sign (1) checks, drafts, bills of exchange and other orders drawn by this Company for the payment of money or the delivery of securities or other property, commercial letters of credit and acceptances of time drafts drawn on the Company; (2) endorsements on behalf of this Company in the regular course of the business of the Company on checks, drafts, notes, bills of exchange, acceptances, bills of lading, warehouse receipts, insurance certificates and policies and other similar documents; and (3) receipts for money, securities or other property; \* \* \* \*

C. Guarantees of signatures on registered stocks, bonds and other documents may be signed by an Assistant Manager or any employee specifically authorized in writing for this purpose by a Vice President; \* \* \* \*

I further certify that the following persons hold in this Company the positions indicated below and that the signatures appearing alongside their names are specimens of their true signatures:

<u>Title</u>	<u>Name</u>	<u>Specimen Signature</u>
Assistant Vice President	C. M. Calamari	
Assistant Secretary	Carl H. Nasib	

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Company  
the 23<sup>rd</sup> day of March, 1979.

ASSISTANT SECRETARY OF BANKERS TRUST COMPANY

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