

City

Type of institution

United States if federally chartered institution; state name if state chartered institution

FORM OF AUTHORIZING RESOLUTIONS FOR BORROWERS

As evidenced by my signature below, I certify that the following are correct and complete copies of the resolutions duly adopted on _____ at a meeting¹ of _____ of the _____ (“Borrower”), a _____ duly established and operating under the laws of _____, with its head office located at _____ in accordance with applicable law and the Borrower’s chartering documents. I also certify that the resolutions have not been modified, remain in effect, are not in conflict with any provisions of the Borrower’s certificate of incorporation, bylaws, or chartering and/or licensing statutes or requirements, and are reflected in the minutes of the meeting at which these resolutions were approved:

1. RESOLVED, that the Borrower is authorized to request advance(s) from, incur indebtedness, including overdrafts, to and pledge and grant a security interest in the Borrower’s property, whether now owned or hereafter acquired, to a Federal Reserve Bank.

2. RESOLVED, that the persons with the following titles:

Only titles of authorized person(s)

_____ (Exact titles of authorized persons)
and each of their successors in office, any _____ of whom _____ authorized to
(one/two) (is/are)

(1) take each of the actions listed in paragraphs (a)-(e) immediately below and (2) send the names, titles, and signatures of individuals authorized to take such actions in the name and on behalf of the Borrower:²

- (a) to borrow money from a Federal Reserve Bank on the terms and security that such Federal Reserve Bank requires;
- (b) to discount, rediscount, or sell (with or without the Borrower’s agreement to repurchase) and, for any of those purposes, to endorse and assign notes, drafts, bills of exchange, acceptances, other bills receivable, evidences of indebtedness, and securities, now or hereafter acquired by the Borrower;
- (c) to make, execute, and deliver any application, note, agreement, certificate, power of attorney, and any other document that any Federal Reserve Bank requires in connection with any transaction authorized by this resolution;
- (d) to grant, assign, pledge, and transfer to any Federal Reserve Bank security interests in any or all property of the Borrower, whether now owned or hereafter acquired, and to endorse, assign, deliver, deposit, and/or pledge any of such property to any Federal Reserve Bank as collateral to secure payment or performance of any obligation of the Borrower to a Federal Reserve Bank; and
- (e) to do any and all other acts and things that may be necessary or incidental to any transaction authorized by the relevant resolution, or that may be designed or intended to carry out the purpose of such resolution.

3. RESOLVED, that a Federal Reserve Bank making an extension of credit to the Borrower is appointed as the Borrower’s attorney-in-fact for it and in its place and stead, to endorse, assign, transfer and sell, set over and deliver collateral pledged to such Federal Reserve Bank, and to take any other action deemed necessary or advisable by the Federal Reserve Bank to exercise its rights with respect to any advance or indebtedness owed by the Borrower, in its capacity as secured party, including but not limited to accepting and endorsing payments on loans, preparing and/or filing of any documents necessary to perfect, protect, preserve, or release the interest of the Federal Reserve Bank or the Borrower in such collateral, or compromising disputes or handling insurance issues related to such collateral. The power of attorney is coupled with an interest and as such is irrevocable, and full power of substitution is granted to the

¹ The language of this certification should be modified if the resolutions were adopted by written consent or otherwise.
² If certain persons are authorized to undertake only some of these activities, e.g., to borrow, but not to pledge on behalf of the Borrower, this resolution should be split to so specifically identify who is authorized to undertake which activit(y)(ies).

assignee or holder. The Borrower ratifies any and all action authorized herein and taken by any such Federal Reserve Bank as the Borrower's attorney-in-fact. The rights, powers, and authority of the attorney-in-fact to perform any and all act(s) whatsoever necessary remains in full force and effect and binds the Borrower, its legal representatives, successors, and assigns until all indebtedness of the Borrower to any such Federal Reserve Bank has been fully satisfied and discharged.

Atlanta

4. RESOLVED, that we approve and consent to be bound by the provisions of the Federal Reserve Bank of _____'s Operating Circular No 10, effective October 15, 2006, as amended and supplemented from time to time thereafter ("OC-10").
5. RESOLVED, that the Borrower is authorized and approved to use any record (as such term is used in OC-10) to endorse or pledge to a Reserve Bank the notes and other obligations offered as collateral to secure payment or performance of any obligations of the Borrower to a Reserve Bank. The record will have the full force and effect of a manual endorsement.
6. RESOLVED, that these resolutions and the powers and authorizations granted or confirmed by them continue in effect until written notice of revocation is received by each Reserve Bank that has relied or is relying on such resolutions and the Borrower shall continue to be bound with respect to any outstanding obligations and pledges to any Reserve Bank at the time the notice of revocation is received by such Reserve Bank.
7. RESOLVED, that a duly certified copy of these resolutions be furnished to each Reserve Bank to which the Borrower applies for an advance or has an account.

IN WITNESS WHEREOF, I have hereunto subscribed my name.

Signature of certifying official³

Name and Title

Date

To be signed by the Secretary of the Board unless he/she is an authorized person as designated in paragraph 2 or he/she will have the ability to borrow/pledge as indicated on the *OC-10 Official Authorization List*. In that case, an alternate member of the Board must sign on the Secretary's behalf.

Please see footnotes below

³ The certifying official must be the secretary of the Borrower or another person authorized to certify the statements in this document and, in any case, may not be a person authorized in Paragraph 2.

OFFICIAL OC-10 AUTHORIZATION LIST

Routing (ABA) No. _____
 Page ____ of ____

Circle "Yes" if document supersedes previous version, "No" if it is in addition to previous version(s). Leave blank if this is your first time submitting the document.

This supersedes our previous Official OC-10 Authorization List:

(circle:) **YES** or **NO**

If neither is circled, previous list will also remain in effect.

Name of Borrower:	Date:
Street Address:	Telephone:

To the Federal Reserve Banks: Below are the names, titles and signatures of the individuals authorized to pledge collateral to/ request to borrow money from the Federal Reserve Banks on behalf of the Borrower identified above.

Name and Title (printed):	Telephone No.	Signature:	Borrow ¹	Pledge ¹

Authorizing Officer(s) (must be identified by title in Paragraph 2 of Borrower's authorizing Resolutions):

Signature: _____ _____ (Printed Name and Title) _____ (Telephone) _____ (E-Mail Address)	Same authorized individual's name	State of _____ County of _____ Subscribed and sworn to before me on _____, 20__, by _____ (Authorizing Officer's Printed Name) _____ Notary Public ² (Notary Seal)	Notary signature Notary Seal
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Second Authorizing Officer (must only be completed if Borrower's Authorizing Resolutions require two signatures):

Signature: _____ _____ (Printed Name and Title) _____ (Telephone) _____ (E-Mail Address)	Same authorized individual's name (only if necessary)	State of _____ County of _____ Subscribed and sworn to before me on _____, 20__, by _____ (Authorizing Officer's Printed Name) _____ Notary Public ² (Notary Seal)	Notary signature Notary Seal
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Secretary's Certification:

I, _____, Secretary (or Assistant Secretary) of the above Borrower do hereby certify that _____ is/(are) a (Authorizing Officer's Name(s)) _____ of such Borrower. (Title(s) Of Authorizing Officer(s)) Signature: _____ Printed Name & Title: _____	Secretary or alternate Board Member if Secretary is also an authorized signer per this form	State of _____ County of _____ Subscribed and sworn to before me on _____, 20__, by _____ (Secretary's (or Assistant Secretary's) Printed Name) _____ Notary Public ² (Notary Seal)	Notary signature Notary Seal
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Please read and adhere to footnotes below

¹ Check as appropriate. For instance, check both if authorized to pledge and to make borrowing requests on behalf of the borrower.
² Notary cannot be the Authorizing Officer(s) or any of the above-listed individuals authorized to borrow and/or pledge on behalf of the Borrower.

FORM OF LETTER OF AGREEMENT

[Letterhead of the Borrower]

Date: _____

Federal Reserve Bank of _____
Address
City, State, Zip

Attention:

Printed on your institution's letterhead

Atlanta

1000 Peachtree Street, N.E.
Atlanta, GA 30309-4470

In consideration of being able to request Advances from and incur Indebtedness to you and in consideration of your making Advances to us we agree to the provisions of your Operating Circular No. 10, effective October 15, 2006, as amended and supplemented from time to time thereafter ("Circular;" capitalized terms used but not defined herein shall have the meaning specified in the Circular).

[Enclosed are (1) certified copies of the Certificate, (2) certified copies of the resolutions that you requested and (3) document(s) containing the name, title, and signature of those persons authorized to request Advances from and to pledge our assets to you.]¹

Any notices required under the Lending Agreement may be directed to the following department(s): [list department(s) and address(es)].

List addresses, individuals, and/or department for notices to be directed.

Full Legal Name of Borrower

By: _____²
Authorized signature(s)

Authorized person based on Paragraph 2 of *Authorizing Resolution for Borrowers*. If you chose to require two authorized persons, please add space for second authorized person's signature, name and title.

Name(s)

Title(s)

Please read and adhere to footnotes below.

¹ Each Borrower should contact the Bank for instructions as to whether this paragraph and the referenced documents, forms of which are provided as part of this Appendix 3, must be submitted.

² The signatory or signatories should be authorized to sign documents on behalf of the Borrower as provided in the Authorizing Resolutions for Borrowers required by OC-10.

Titles of persons executing this form. The first person (or persons, if two required) must be authorized per Paragraph 2 of the Authorizing Resolutions for Borrowers. The second person is not an authorized signer, but is either in-house or outside counsel, auditor, or compliance officer.

**SCHEDULE A
To Letter of Agreement**

FORM OF CERTIFICATE¹

The undersigned, the _____ and _____ of
(Title) (Title)

_____ (the "Borrower") hereby certifies, with reference to Operating Circular
(Name of Borrower)

No. 10, effective as of October 15, 2006, as amended or supplemented from time to time thereafter ("OC-10"; terms used but not defined herein have the meaning specified therein), as agreed to by the Borrower by Letter of Agreement dated _____, _____ to the Bank as follows:
(Date of Letter of Agreement)

- (a) attached hereto are true, correct and complete, as of the date of this Certificate, copies of the official document that specifies the official name or names of the Borrower in its jurisdiction of organization ("Organizational Document").
- (b) The information listed below is true and correct as of the date of this certificate:
 1. Borrower's current mailing address is:
 2. Borrower's jurisdiction of organization is²:
 3. Borrower's Organizational number is (indicate n/a if not applicable):
 4. Borrower's ABA number is :

IN WITNESS WHEREOF, the undersigned has signed this Certificate on _____, 2_____.

Signature, name and title of one (or two) authorized person(s) as indicated in Paragraph 2 of the *Authorizing Resolutions for Borrowers*

Name:
Title:

Signature, name and title of person who is not an authorized signer, but is either in-house or outside counsel, auditor, or compliance officer

Name:
Title:

Read and adhere to footnotes below

¹ Borrowers that have previously provided the documents and information requested in this Certificate need only certify that the previously provided documents and information have not changed.

² Borrowers operating under a Federal charter (*e.g.*, national banks or Federal savings banks or associations) (*see* 12 U.S.C. §§ 22 and 1464(a), and 12 C.F.R. § 552.3), please specify the State of the Borrower's main office or home office.

³ One signatory should be someone authorized to sign documents on behalf of the Borrower as provided in the Authorizing Resolutions for Borrowers required by OC-10.

⁴ The other signatory should be in-house or outside counsel to the Borrower.