

ASSISTANT SECRETARY'S CERTIFICATE

WORCESTER POLYTECHNIC INSTITUTE

I, Frank P. Conti, being the duly elected, qualified and acting Assistant Secretary of Worcester Polytechnic Institute, a Massachusetts nonprofit institution (the "Institution"), hereby certify as follows:

1. That attached hereto as **Exhibit "A"** is a true copy of certain votes unanimously adopted by the Board of Trustees of the Institution at a meeting held _____ and that such votes and authority vested thereby have not been amended or rescinded and are still in force and effect as of the date hereof.
2. That attached hereto as **Exhibit "B"** is a list of the current officers of the Institution.
3. Jeffrey S. Solomon, as Treasurer, is an authorized and appropriate officer to execute and deliver the Loan Modification Agreement pursuant to the attached vote and to execute and deliver all other documents in conjunction thereto.

WITNESS my hand and the seal of the Institution 9th day of April, 2007.

(SEAL)


Frank P. Conti, Assistant Secretary



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Board of Trustees

EXHIBIT A

RESOLUTION RE SIGNATORY AUTHORITY

Intention:

Given that signature authority should be updated or reconfirmed from time to time and

THEREFORE, BE IT

Resolution:

RESOLVED, that the following officers of the Corporation:

President
Treasurer
Controller
Associate Treasurer

are hereby authorized singly on behalf of the Corporation to sign checks, initiate money transfers, authorize financial transactions and otherwise buy and sell assets on behalf of the Corporation, and

BE IT FURTHER RESOLVED, that the Director of the London Project Center, in addition to the officers already authorized, may act singly on behalf of the Corporation to sign checks and initiate money transfers with a dollar limit determined by the President or Treasurer for account numbers 50914460 and 90979929 at Lloyds Bank PLC, London, England.

5/19/06

Exhibit "B"

WORCESTER POLYTECHNIC INSTITUTE

CURRENT OFFICERS OF THE CORPORATION

April 9, _____, 2007

Donald K. Peterson	Chairman
Warner S. Fletcher	Vice Chairman
Stephen E. Rubin	Vice Chairman
Dennis D. Berkey	President
Jeffrey Solomon	Treasurer/Secretary
Frank P. Conti	Assistant Secretary