



For Bank Use Only
Account Number(s): _____

Certificate of Corporate Resolutions in favor of Deutsche Bank Trust Company Americas

The undersigned (the "Undersigned") hereby certifies that:

1. (a) the Undersigned is the duly appointed Secretary or other officer or director duly authorized to (i) certify as to the corporate resolutions or consents ("Corporate Resolutions") of the board of directors or other governing body (the "Board") and (ii) to keep the records of Jeepers, Inc (the "Corporation") a corporation duly organized, in good standing, and existing under the laws of _____; and

(b) the following is a true copy of the Corporate Resolutions of the Board, duly adopted in accordance with applicable law and governing organizational documents with respect to the account type(s) indicated below ("Account(s)"):

- Deposit Account(s) Investment Advisory Account(s) Custody Account(s)
(please select all that apply):
 discretionary
 non-discretionary

"RESOLVED, that it is desirable and in the best interests of the Corporation, and the Corporation is authorized, to designate Deutsche Bank Trust Company Americas (the "Bank") as depository, custodian or investment advisor, as applicable, for such property as designated by the Corporation from time to time, and to open and maintain Account(s) with the Bank.

RESOLVED, that the Corporation be bound by the terms and conditions set forth in any agreement or contract governing Account(s) (the "Account Agreement(s)") and any other document relating to products or services provided in connection with Account(s), as revised and/or amended from time to time (collectively, the "Agreements").

RESOLVED, that the directors, officers, employees and/or agents of the Corporation (the "Authorized Signer(s)") whose names, titles and signatures appear below, as amended from time to time by the Corporation, are hereby authorized and directed, for and on behalf of the Corporation, to open, maintain, manage or close Account(s), to execute the Agreements, and to exercise and direct the exercise of all duties, rights and powers, and to take all actions necessary or appropriate in connection with the opening, maintenance, management or closing of Account(s) in the name of the Corporation, pursuant to the terms and conditions specified in the Agreements, and any applicable laws, rules and regulations. The Bank is authorized to accept instructions from the Authorized Signer(s) in connection with Account(s), including, but not limited to, endorsements and deposits of negotiable instruments, checks or other orders for the payment of money, and instructions to deposit, withdraw, transfer, deliver or assign assets in Account(s), sell any assets in Account(s), including but not limited to assets listed as "held elsewhere," buy any assets for Account(s) and retain the services of an advisor, including the Bank, consultant or broker/dealer to manage all or part of assets in Account(s), all on such terms as the Authorized Signer(s) direct.

RESOLVED, that the Bank may conclusively assume that all actions taken and instructions given by each of the Authorized Signer(s) have been properly taken or given pursuant to authority vested in such Authorized Signer(s) and the Corporation shall indemnify and hold the Bank harmless from all claims, liabilities, losses, costs, expenses (including attorneys' fees) related to or arising from any action or inaction by any such Authorized Signer(s).

RESOLVED, that the omission from these Corporate Resolutions of any document, arrangement or action to be taken in accordance with the Account(s) or the Agreements shall in no manner derogate from the authority of the Authorized Signer(s) to take all actions necessary, desirable, advisable or appropriate to consummate, effectuate or carry out the transactions contemplated by the foregoing Corporate Resolutions.

RESOLVED, that all actions taken and expenses incurred heretofore by the Board or the Authorized Signer(s) in connection with the Account(s) or the Agreements are hereby ratified, approved and confirmed in all respects.

RESOLVED, that if indicated below, the Authorized Signer(s) is/are authorized to delegate any and all of the powers enumerated in these Corporate Resolutions in connection with the Account(s) to such person(s) as the Authorized Signer(s) may elect. Such delegation shall be made via the execution of the form of Appointment of Agent(s) annexed hereto as Exhibit A."