

**The Morgan Account
Limited Liability Company Resolutions**



MORGAN USE ONLY US792 11/00
 Title NES, LLC
 SPN [REDACTED]
 Primary CAS

I, JEFFREY E EPSTEIN, Secretary of NES, LLC (the "Company"), a limited liability company duly organized under the laws of NY, hereby certify that the following is a true and complete copy of resolutions adopted by the Managers/ Members (sic) of the Company by unanimous written consent or at a meeting held on the 1 day of April, 2003, at which a quorum of said Managers/ Members (check one) was present and voting and that these resolutions have not been rescinded or modified and are now in full force and effect.

PLEASE INITIAL OR CHECK THE LINE TO THE LEFT OF ANY ONE OR MORE OF THE FOLLOWING RESOLUTIONS WHICH HAVE BEEN ADOPTED. IF THE LINE TO THE LEFT OF ANY PARTICULAR NUMBERED SUBDIVISION IS NOT INITIALED OR CHECKED, THAT RESOLUTION HAS NOT BEEN ADOPTED.

BANKING AND CUSTODY COMPLETE HERE <input checked="" type="checkbox"/>	X 1. RESOLVED, that any one or more of the offices of JPMorgan Chase Bank, J.P. Morgan Securities Inc. or any other office of any other subsidiary of J. P. Morgan Chase & Co. (individually or collectively, "Morgan"), and any successors or assigns are designated as a depository of the funds and custodian of the securities of the Company. X 2. RESOLVED, that funds and securities are subject to withdrawal or transfer (as applicable) (a) upon checks, notes, or other written or facsimile instructions for the payment of money or transfer or delivery of securities when signed in the manner set forth below or (b) pursuant to agreements or arrangements governing the (i) orders for the transfer of funds and custody or securities (including, but not limited to, transfers from or to accounts of the Company transmitted to Morgan either through electronic, telephonic or telegraphic means); (ii) custody of securities; (iii) lending and borrowing of securities; and (iv) cash management services and other related services, when signed in the following manner: IN THIS SPACE, PLEASE LIST OFFICERS AND OTHER PERSONS AUTHORIZED TO SIGN OR ACT PURSUANT TO THIS RESOLUTION. ALSO INDICATE IN WHAT MANNER THEY ARE TO SIGN (E.G., SINGLY OR ANY TWO JOINTLY). <u>Jeffrey E Epstein</u> Print Name/Title <u>Singly</u> Manner of Signing (Singly/Jointly) <hr/> Print Name/Title Manner of Signing (Singly/Jointly)
BANKING - FACSIMILE SIGNATURES FACSIMILE SIGNATURE SPECIMEN <input checked="" type="checkbox"/>	3. RESOLVED, that Morgan is authorized and directed to honor checks or other orders for the payment of money drawn in the Company's name when bearing or purporting to bear the <u>facsimile signatures</u> of the following: IN THIS SPACE, PLEASE LIST OFFICERS AND OTHER PERSONS AUTHORIZED TO SIGN OR ACT PURSUANT TO THIS RESOLUTION. ALSO INDICATE IN WHAT MANNER THEY ARE TO SIGN (E.G., SINGLY OR ANY TWO JOINTLY). Print Name/Title Manner of Signing (Singly/Jointly) Print Name/Title Manner of Signing (Singly/Jointly) Morgan shall be entitled to borrow and to charge the Company for all checks or other orders for the payment of money, regardless of by whom or by what means the purported facsimile signature or signatures may have been affixed thereto, if such facsimile signature or signatures resemble the facsimile specimens then time to time filed with Morgan by the Secretary or other duly appointed officer of the Company;
INVESTMENT MANAGEMENT	4. RESOLVED, that Morgan is designated as the investment manager of the Company pursuant to an executed and delivered Investment Management Agreement; 5. RESOLVED, that those individuals identified in resolution numbered two, acting in the manner specified therein, are authorized, in the name and on behalf of the Company; to execute an investment management agreement governing the terms and conditions of investment management services provided to the Company; to deliver or modify any asset allocation guideline or other instruction and to enter into any arrangements; and, to engage in other activities or provide authorizations relating to or in connection with the investment management agreement as he, she, or they may deem appropriate;
BROKERAGE	6. RESOLVED, that those individuals identified in resolution numbered two, acting in the manner specified therein, are authorized, in the name and on behalf of the Company; to purchase on margin or otherwise and borrow (on a secured or unsecured basis) from, sell (including short sales in a margin account), and lend (on a secured or unsecured basis) to, and to otherwise enter into transactions of any kind with Morgan with respect to any and all securities and financial instruments whatsoever in which Morgan may deal, broker or act as counterparty from time to time, including (without limitation) shares, stocks, bonds, debentures, notes, warrants, participation certificates, forward contracts, option or futures contracts, repurchase (or reverse repurchase) transactions, or any other certificates or evidences of indebtedness or interest of any and every kind whatsoever whether publicly or privately offered, secured or unsecured, and any other financial instruments; to enter into any derivative transactions with respect to the foregoing, including over the counter equity derivatives and structured transactions (including, but not limited to options, swaps, collars, caps and floors); to pledge any funds or instruments for the purposes of securing the Company's obligations with respect to the foregoing; and, to establish and operate one or more brokerage or other accounts in connection with the foregoing activities and transactions; and to enter into, complete and execute agreements; and, to take other actions, including, but not limited to signing reconciliations of accounts and other documents to carry out the purpose of this resolution;