

The Morgan Account
Corporate/Other Organization Resolutions



MORGAN USE ONLY
Title _____
SPN _____
Primary CAS _____

I, Rich KAHN, the Secretary (or other duly authorized officer) of PLAN D, Inc. (the "Organization") duly organized under the laws of Delaware hereby certify that the following is a true and complete copy of resolutions adopted by the Board of Directors of the Organization by unanimous written consent or at a meeting held on the 18 day of April, 2007, at a quorum of the Board of Directors was present and voting and that these resolutions have not been rescinded or modified and are now in full force and effect.

AUTHORIZED SIGNERS	IN THIS SPACE, PLEASE LIST, BY NAMES OR TITLES, THE PERSONS AUTHORIZED TO SIGN OR ACT PURSUANT TO THE RESOLUTIONS INDICATED BELOW (SIGNERS MUST BE IDENTIFIED IN EACH RESOLUTION AS ABOVE.) ALSO, EACH SIGNER MAY ACT SINGLY UNLESS THAT WORD IS CROSSED OUT BELOW AND THE WORD "JOINTLY" IS WRITTEN IN WHICH MEANS THAT ANY TWO SIGNERS MUST ACT JOINTLY.
<u>Jeffrey Epstein</u>	SINGLY
Print Name and Title (if any) or Title Only	Manner of Signing
<u>Norah Pfeiffer</u>	SINGLY
Print Name and Title (if any) or Title Only	Manner of Signing
_____	SINGLY
Print Name and Title (if any) or Title Only	Manner of Signing
_____	SINGLY
Print Name and Title (if any) or Title Only	Manner of Signing
_____	SINGLY
Print Name and Title (if any) or Title Only	Manner of Signing

4/18/07

PLEASE 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 LETTERED SUBDIVISION IS NOT CHECKED, THAT RESOLUTION HAS NOT BEEN ADOPTED.

BANKING AND CUSTODY	<input checked="" type="checkbox"/> 1. RESOLVED, that any one or more of the offices of JPMorgan Chase Bank, N.A., J.P. Morgan Services Inc. or any office of any other subsidiary of JPMorgan 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 Organization; <input checked="" type="checkbox"/> 2. RESOLVED, that the individuals identified above, acting in the manner specified above, are authorized to act on behalf of the Organization in all respects regarding the Organization's banking and custody accounts with Morgan, including but not limited to opening or closing accounts, the withdrawal or transfer of funds and securities (a) upon checks, notes, or other written or electronic instructions for the payment of money or transfer or delivery of securities, or (b) payment to agreements or assignment governing (i) orders for the transfer of funds and securities (including but not limited to orders transmitted to Morgan through electronic, telephonic or telegraphic means), (ii) custody of securities, (iii) lending and borrowing of securities, (iv) cash management services and other related services;
INVESTMENT MANAGEMENT	<input type="checkbox"/> 3. RESOLVED, that Morgan is designated as the investment manager of the Organization pursuant to an executed and delivered Investment Management Agreement; <input type="checkbox"/> 4. RESOLVED, that those individuals identified above, acting in the manner specified therein, are authorized, in the name and on behalf of the Organization, to execute an investment management agreement governing the terms and conditions of investment management services provided to the Organization, or to terminate such agreement; to deliver or modify any asset allocation guideline or other instruction and to enter into any arrangements; and to engage in such other activities or provide such authorizations relating to or in connection with the investment management agreement as it, she, or they may deem appropriate;
BROKERAGE	<input type="checkbox"/> 5. RESOLVED, that those persons identified above, acting in the manner specified therein, he and each hereby is authorized, in the name and on behalf of the Organization, to open or close accounts, 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 future 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 Organization'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;

150

2