

The Morgan Account
Application: Corporate/Other Organization Resolutions

AIR

I, Harry Belle, the Secretary (or duly authorized officer) of HYPERION, INC. (the "Organization") duly organized under the laws of _____ 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 18th day September 2004 at which a quorum of the Board of Directors was present and voting and that these resolutions have not been rescinded or modified and are now in full force and effect.

A. Authorized signers

In this space, please list, by name or title, the persons authorized to sign or act pursuant to the resolutions indicated below (signers must be identified in each resolution as passed.) 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, President</u>	<u>Singly</u>
Print Name and Title (if any) or Title Only	Manner of Signing
<u>Christine Maxwell, Treasurer</u>	<u>Singly</u>
Print Name and Title (if any) or Title Only	Manner of Signing
<u>Harry Belle, Secretary</u>	<u>Singly</u>
Print Name and Title (if any) or Title Only	Manner of Signing
Print Name and Title (if any) or Title Only	Manner of Signing
Print Name and Title (if any) or Title Only	Manner of Signing

*A photo copy of a current Driver's License or Passport and social security number are required for each signer listed above.

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.

B. Banking and custody

1. RESOLVED, that the individuals identified above are authorized to enter into deposit and custody accounts with JPMorgan Chase Bank, N.A. or a Morgan Affiliate (individually or collectively, "Morgan") and any successors or assigns originating Morgan as a depository of the funds and custodian of the securities of the Organization and to act on behalf of the Organization in all respects regarding the Organization's banking and custody accounts with Morgan as they in their discretion determine.

C. Investment management

2. RESOLVED, that the persons specified above are authorized, in the name and on behalf of the Organization to execute an investment management agreement designating Morgan as the Organization's investment manager, to deliver or modify any asset allocation guideline, mandate, or other instruction, and to act on behalf of the Organization in all respects regarding the Organization's investment management accounts with Morgan.

D. Brokerage

3. RESOLVED, that those persons identified above are authorized in the name and on behalf of the Organization: to execute a brokerage agreement with J.P. Morgan Securities Inc. and any successors or assigns; 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; 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; to establish and operate one or more brokerage or other accounts in connection with the foregoing activities and transactions; and to act on behalf of the Organization in all respects regarding the Organization's brokerage accounts.

E. Credit

4. RESOLVED, that those persons specified above are authorized in the name and on behalf of the Organization: to borrow from time to time from Morgan sums of money, for periods of time and upon terms as may in their discretion seem advisable; to execute notes or other obligations to evidence borrowings; to enter into agreements with respect to borrowings, to discount with Morgan any bills or notes receivable held by the Organization upon such terms as they may deem proper, to apply for and obtain letters of credit and to execute applications, agreements, trust receipts and all other documents in connection therewith; to execute and deliver, in their discretion, any guarantee, indemnity agreement or undertakings deemed necessary or advisable to carry out the purpose and intent of the foregoing resolutions; to pledge any of the assets or property of the Organization, for the purpose of securing any of the foregoing transactions or any transaction entered into by any other entity or person; and, to endorse securities and/or to issue appropriate powers of attorney, documents or assignments as furthered thereof.

JPMorgan Use Only Title HYPERION, AIR, INC. SPIN CAS
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