

Certificate of Incumbency

I, <X>, Company Secretary of <BANK A>, duly entitled by the Chief Executive Officer of <BANK A>, hereby confirm that:

<Y>

is, currently, authorized to act as an attorney in fact of <BANK A> is empowered with a "category B" signature, in accordance with the decisions of the general management of the company.

<Y> is empowered to carry out all duly decided banking operations on behalf of the company, provided that she signs together with an other attorney in fact entitled in the same conditions with a category A signature.

This empowerment does not include the right to subdelegate.

LE DIRECTEUR GÉNÉRAL

SPECIAL POWER OF ATTORNEY

I, *<Z>* undersigned, Managing Director of *<BANK A>*
whose registered office is at *<ADDRESS>*
hereby empower *<X>* Central and Company Secretary of
<BANK A> to issue any attestation certifying the validity, at
the relevant date, of the signing powers conferred upon any member of the staff of
<BANK A> pursuant to a decision of the General
Management.

Executed in

Authorised Signatories

ISDA Format Master Agreements - Fixed Income

I, <NAME> , being duly authorised on behalf of <BANK X>
, HEREBY APPOINT each of the persons named on the attached Exhibit A
acting alone to sign ISDA Master Agreements relating to all fixed income products on
behalf of <BANK X> and I hereby ratify the signing of all
such agreements by the persons named on the attached Exhibit A.

Signed:

Dated:

ASSISTANT COMPANY SECRETARY'S CERTIFICATE

I, <NAME> Assistant Company Secretary of <BANK X>
a company duly organised and existing under the laws of England and Wales and having
its registered office at <ADDRESS> (the "Company")
HEREBY CERTIFY as follows:

THAT the extract attached hereto is a true extract from the Signature Book of the Company (as amended from time to time) duly adopted at a meeting of the Board of Directors of the Company held on <DATE>

THAT the persons referred to in the attached extract are duly authorised pursuant to the authority delegated by the Board of Directors and such authority, as specified in the attached extract, is still current and has not been revoked.

THAT the copy specimen signature appearing against the name of the person on the attached document is a true copy of the original signature of that person.

THAT the extract appearing below is a true extract from the minutes of a meeting of the Board of Directors of the Company held on <DATE>

Extract

"It was discussed that in order to facilitate the operation of the Company's businesses, it would be desirable to authorise appropriately senior people within each business area to sign, execute and deliver agreements and other documents on behalf of the Company.

IT WAS FURTHER RESOLVED that the signature book produced to this meeting be adopted as the Signature Book of the Company's business units (the "Signature Book"):

IT WAS FURTHER RESOLVED that any of the aforementioned signatories may be removed or any new signatories may be appointed by written confirmation signed by any member of the Executive Committee (as defined below) and that the Secretary and the Assistant Secretary be authorised to make any alterations to the Signature Book in order to reflect any such changes and whensoever such changes are made, the resulting version of the Signature Book shall effectively be treated as if it had been duly adopted by the Board of Directors."

Dated <DATE>

Assistant Company Secretary

Extract

"EQUITY DERIVATIVES

Signatories:

<LIST OF NAMES>

Authority:

To enter into, sign, execute and deliver any and all documents and agreements relating to the general business of EQUITY DERIVATIVES, including but not limited to Over the Counter (OTC) Equity and Equity Index Master Agreements, ISDA Master Agreements, Schedules, Trade Confirmations, all customer documents.

* Restricted to signing trade confirmations for equities swap process driven trading undertaken with (<BANK >)

** Restricted to signing trade confirmations."

POWERS GRANTED TO THE SIGNATORIES OF EACH CATEGORY

Each signature in this list is accompanied by a letter signifying its category. Those having the widest powers are in category «A», which is followed, in decreasing order of power, by categories B, C, D.

For simplicity of reference, the lowest categories only are indicated in the following table of signatures required for the operations mentioned, it being understood that a signature of category B, C or D can always be replaced by a signature of a higher category.

Example:

- a signature in category D can be replaced by a signature in categories C, B or A.
- a signature in category C can be replaced by a signature in categories B or A.

Where two signatures are required they can be given in any order.

Type of documents	Lowest categories of signatures required : D < C < B <	
	Up to and not exceeding EUR 625,000 or equivalent	Over EUR 625,000 or equivalent
All instruments and documents involving banking transactions except those mentioned below.	B + A	
Payment orders	Sent only by tested telex or via authenticated SWIFT	
<p>Payment advices below EUR 12,500 or the equivalent. Payment advices sent by mail, containing handwritten or reproduced signatures (A+A) may not exceed EUR 12,500 or equivalent. Beyond this amount, they are to be sent exclusively by tested telex or authenticated SWIFT.</p> <p>Cheques Cheques containing reproduced signatures (A+A) may not exceed EUR 125,000 or equivalent Cheques issued by _____ have to match one of the specimens attached to the letter accompanying this list. We will send an issue advice by tested telex or by authenticated Swift (MT110) for any cheque of an amount equal to or in excess EUR 6,000 or equivalent. If an issue advice has not been received, please have the issue of the cheque confirmed by tested telex or by authenticated Swift whilst making an enquiry at the _____ in _____. The costs you will incur will be taken care of by _____.</p> <p>When cheques for an amount below EUR 6,000 or equivalent are presented to you for collection by holders who are not known to you as being fully reputable or if you have any doubt as to the authenticity of our drawings, kindly have the issue confirmed by tested telex or by authenticated Swift whilst making an enquiry at the _____ in _____. The costs you will incur will be taken care of by _____.</p> <p>Disposal orders of securities and valuables. Openings, amendments and confirmations of documentary credits. Drawings of trade bills. Approvals of accounts (cash and securities). Correspondence involving debit or credit entries.</p>	D + C	B + A

All the special arrangements concerning signatures drawn up on the basis of bilateral agreements and fixed in special correspondence remain applicable.

POWERS GRANTED TO THE SIGNATORIES OF EACH CATEGORY

Each signature in this list is accompanied by a letter signifying its category. Those having the widest powers are in category «A», which is followed, in decreasing order of power, by categories B, C, D.

For simplicity of reference, the lowest categories only are indicated in the following table of signatures required for the operations mentioned, it being understood that a signature of category B, C or D can always be replaced by a signature of a higher category.

Example:

- a signature in category D can be replaced by a signature in categories C, B or A.
- a signature in category C can be replaced by a signature in categories B or A.

Where two signatures are required they can be given in any order.

Type of documents	Lowest categories of signatures required : D < C < B <	
	Up to and not exceeding EUR 625,000 or equivalent	Over EUR 625,000 or equivalent
<ul style="list-style-type: none"> • Contracts for the <ul style="list-style-type: none"> - exchange of foreign currencies, - purchase and sale of securities. • "Paper" confirmations for <ul style="list-style-type: none"> - exchange of foreign currencies, - loans and advances of foreign currencies and EUR. (No signature is required when these confirmations are computer-based and bear the words "This confirmation bears no signature"). 	C + B	B + A
<ul style="list-style-type: none"> • Guarantees and counter-guarantees <p>By special dispensation from the representative powers of our bank as they are laid down in its articles of association, the delegations of powers published in the annexés to the "Moniteur belge" (Belgian Official Gazette) and this list, guarantees issued by our bank, in favour of or through bankers (counter-guarantees), shall be issued by mail, tested telex or by authenticated telex. Therefore undertakings by our bank are only valid if they have been issued in this manner. Should a guarantee be issued in any other manner, no rights may be invoked and no proceedings may be instituted against our bank.</p>	C + B	By mail B + A
<ul style="list-style-type: none"> • Openings and amendments of credits, other than documentary, granted to financial organizations and to all private customers or business concerns abroad. • Acceptances of and guarantees ("avals") given on trade bills drawn in favour of financial organizations and of all private customers or business concerns abroad. 	<p>.....</p> <p>Sent by tested telex. or via authenticated SWIFT</p>	
<ul style="list-style-type: none"> • Receipts, discharges and acknowledgement of receipt for cash, securities, coupons and all other valuables and articles. • Letters not involving commitments. 	D	
<ul style="list-style-type: none"> • Account statements. • Periodical statements of cash and securities accounts. • Debit and credit advices, statements and other notices, confirmed by statements of account. • Advice of holding at disposal of valuables and documents. • Circular letters. 	No signature required	

All the special arrangements concerning signatures drawn up on the basis of bilateral agreements and fixed in special correspondence remain applicable.

Chèques / Cheques / Cheques / Schecks :

- signatures manuscrites / geschreven handtekeningen
handwritten signatures / handschriftliche Unterschriften:

Jusqu'à/tot / up to/bis EUR 625.000 D+C

plus de/meer dan / over/über EUR 625.000 B+A

- fac-similés de signatures / facsimile's van handtekeningen /
facsimile signatures / Faksimile-Unterschriften:

Jusqu'à/tot / up to/bis EUR 125.000 A+A

**Ordres de paiement / Betalingsopdrachten
Payment orders / Zahlungsaufträge :**

Telex ou/tel/or/oder SWIFT:

**Autres opérations / Andere transacties
Other transactions / Andere Geschäfte :**

- voir pages II et III / zie bijl. IV en V
see p. VI and VII / s. Seiten VIII und IX

B	D	A
B	D	A
B	A	A
B	B	B

Chèques / Cheques / Cheques / Schecks :

- signatures manuscrites/geschreven handtekeningen
handwritten signatures/handschriftliche Unterschriften:

jusqu'à/tot/
up to/bis EUR 625.000 D+C

plus de/meer dan/
over/über EUR 625.000 B+A

- fac-similés de signatures/facsimile's van handtekeningen/
facsimile signatures/Faksimile-Unterschriften:

jusqu'à/tot
up to/bis EUR 125.000 A+A

**Ordres de paiement / Betalingsopdrachten
Payment orders / Zahlungsaufträge :****Telex ou/of/or/oder SWIFT****Autres opérations / Andere transacties
Other transactions / Andere Geschäfte :**

- voir pages II et III / zie blz. IV en V
see p. VI and VII / s. Seiten VIII und IX

A	C	D
A	B	C
A	A	C
A		C

Unterschriftenverzeichnis

Zur rechtsverbindlichen Zeichnung für die Bank sind, soweit im folgenden nichts anderes bestimmt ist, die Unterschriften von zwei Zeichnungsberechtigten erforderlich, von denen einer der Gruppe A angehören muß.

Elektronisch erstellte Kontoauszüge, Bescheinigungen oder andere Unterlagen können ohne Unterschrift bleiben, wenn ein entsprechender Hinweis eingedruckt ist.

List of Signatories

Unless otherwise stated, the signatures of two authorised persons, of whom one must belong to type A, are required for legally binding acts on behalf of the bank.

Electronically produced account statements, acknowledgements or other documents may bear no signature if a corresponding note is imprinted.

Zeichnungsberechtigte der Gruppe A
Signatories Type A

Handlungsvollmacht gem. § 54 Abs. 1 HGB
Commercial power in terms of § 54 Paragraph of the provisions of German Commercial Code

[NAME]

SIGNATURE

[NAME]

SIGNATURE

[NAME]

SIGNATURE

[NAME]

SIGNATURE

[NAME]

SIGNATURE