

## **BORROWING RESOLUTION**

### **SUN Initiative Financing LLC**

I, E. Matthew Gautieri, Assistant Clerk of SUN Initiative Financing LLC, a limited liability company organized and validly existing under the laws of the State of Massachusetts hereby certify that at a meeting of the Board of Directors of the corporation duly called and held on December 8, 2009, at which a quorum was present and acting throughout, the following resolutions were adopted and are now in full force and effect:

1. **RESOLVED**, that any one of the following officers of this corporation: Managers is/are hereby authorized on behalf of this corporation to take, from time to time, all or part of any of the following actions on or in behalf of the corporation to execute and deliver (i) a Loan Agreement ("Loan Agreement"), Pledge and Security Agreement and other documents and instruments providing for borrowings by the corporation from Lender and the grant to Lender of a security interest in, and liens against, the corporation's assets, to secure the corporation's payment and performance under the terms of the Loan Agreement and other obligations, debts and liabilities of the corporation to Lender, and (ii) all other notes, agreements, documents and instruments, including, but not limited to, financing statements, contemplated by the Loan Agreement, with said Loan Agreement to be substantially in the form of that presented to the Board of Directors of the corporation, with such additional, modified or revised terms as may be acceptable to the officer executing the same pursuant to these resolutions. The Lender shall have the right to inspect and audit, at reasonable times and intervals, the collateral pledged or encumbered and any records pertinent thereto.
2. **RESOLVED**, that the corporation is authorized to borrow funds not to exceed \$50,000,000.
3. **RESOLVED**, that each of the individuals whose signatures appear below is authorized to sign, on behalf of the corporation, all routine reports and other instruments and documents forwarded to Lender from time to time relating to the corporation's compliance with the terms and provisions of the Loan Agreement, and Lender is hereby authorized to accept all such reports, instruments and documents as duly authorized for transmittal to Lender when signed by any one of the following individuals:

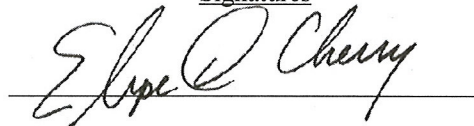
Name

Office

Signatures

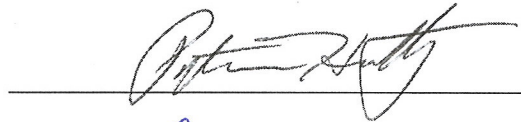
Elyse D. Cherry

Manager



Patricia Hanratty

Manager



E. Matthew Gautieri

Assistant Clerk



4. **FURTHER RESOLVED**, that all acts and deeds hereto done by any director, officer, or officers of the corporation for and on behalf of the corporation in entering into, executing, acknowledging, or attesting in the arrangements, security agreements, agreements, instruments or documents, in carrying out the terms and intents of these resolutions are hereby ratified, approved and confirmed.
5. **FURTHER RESOLVED**, that the Lender may rely on each of the foregoing resolutions remaining in full force and effect until otherwise notified by an officer of the corporation.
6. **FURTHER RESOLVED**, that the assistant clerk or any other officer of this corporation be and hereby is authorized to certify to the Lender a copy of these resolutions and the names and signatures of this corporation's officers.