

MANAGER'S CERTIFICATE
SUN INITIATIVE FINANCING LLC

The undersigned, hereby certifies that she is a Manager of Sun Initiative Financing LLC, a Massachusetts limited liability company (the "Company"), and that as such, the undersigned is authorized to execute this Certificate on behalf of the Company. The undersigned hereby further certifies that:

(a) This Certificate is furnished in connection with that certain Amended and Restated Note Purchase Agreement (as amended, modified, restated and supplemented from time to time, the "Note Purchase Agreement") dated as of February 19, 2010, by and among the Company and the purchasers identified on Schedules I and II thereto. Unless otherwise defined herein, capitalized terms used in this Certificate shall have the meanings set forth in the Note Purchase Agreement.

(b) Attached hereto as Exhibit A is a true, complete and correct copy of the Certificate of Organization of the Company, together with all amendments thereto, which has not been amended, modified or rescinded, and which is in full force and effect as of the date hereof.

(c) Attached hereto as Exhibit B is a true, complete and correct copy of the Limited Liability Company Agreement of the Company, together with all amendments thereto, which has not been amended, modified or rescinded, and which is in full force and effect as of the date hereof.

(d) The Managers of the Company set forth below are authorized to execute the Transaction Documents and any other documents or certificates to be delivered pursuant thereto by the Company, and the signatures set forth opposite their names are their genuine signatures:

Manager

Signature

Patricia Hanratty

Elyse D. Cherry

(d) The representations and warranties contained in Article IV of the Note Purchase Agreement and otherwise made by the Company in writing in connection with the transactions contemplated thereby are true and correct and no condition or event has occurred or is continuing or will result from the execution and delivery of the Transaction Documents that constitutes a Default or an Event of Default.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of this ____ day of February, 2010

SUN INITIATIVE FINANCING LLC

By: _____
Name: Patricia Hanratty
Title: Manager

I, Elyse D. Cherry, a Manager of Sun Initiative Financing LLC, hereby certify that Patricia Hanratty is a Manager of Sun Initiative Financing LLC and that the signature appearing above her name is her genuine signature.

IN WITNESS WHEREOF, I have hereunto signed my name as a Manager of the Company as this ____ day of February, 2010.

SUN INITIATIVE FINANCING LLC

By: _____
Name: Elyse D. Cherry
Title: Manager

EXHIBIT A

Certificate of Organization

See Attached.

EXHIBIT B

Limited Liability Company Agreement

See Attached.