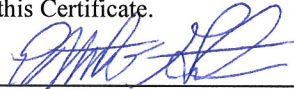


**OFFICER'S CERTIFICATE**

**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 no "event of default" exists under the Loan Agreement and that all warranties and representations of the borrower in the Loan Agreement continue to be true and correct as of the closing date.

IN WITNESS WHEREOF, the undersigned has signed this Certificate.



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E. Matthew Gautieri, Assistant Clerk