

Exhibit D—Form of Closing Certificate

CLOSING CERTIFICATE

Dated as of March 3, 2009

Pursuant to Section 5.01(b) of the Credit Agreement dated as of March 3, 2009 (as amended, modified or supplemented from time to time, the “**Credit Agreement**”; the terms defined therein being used herein as therein defined) among TALF LLC, as Borrower, Federal Reserve Bank of New York, as Controlling Party, Federal Reserve Bank of New York, as Senior Lender, and United States Department of the Treasury, as Subordinated Lender, the undersigned [REDACTED], of the Managing Member of TALF LLC, hereby certifies on behalf of the Borrower as follows:

1. Attached hereto as Annex 1 is a true and complete copy of a Certificate of Good Standing from the Borrower’s jurisdiction of organization dated as of a recent date prior to the date hereof.
2. Attached hereto as Annex 2 is a true and complete copy of the Limited Liability Company Agreement (the “**LLC Operating Agreement**”) of the Borrower executed February 25, 2009 and effective as of February 4, 2009, and such LLC Operating Agreement has not been amended, repealed, modified or restated since February 25, 2009.
3. Attached hereto as Annex 3 is a true and complete certified copy of the Certificate of Formation of the Borrower as in effect on the date hereof, and such Certificate of Formation has not been amended, repealed, modified or restated.
4. Each of the individuals set forth below (a) is a duly appointed and acting officer of the Managing Member, holding the offices set forth opposite his/her name, and the signature set forth opposite his/her name is the signature of such persons as of the date hereof, and (b) is authorized on behalf of the Managing Member acting in any capacity, including as the sole Managing Member of the Borrower, to execute and deliver on behalf of the Borrower, and to cause the Borrower to perform its obligations under, each of the Transaction Documents to which it is a party.

Name

Title

Signature

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[signature page follows]

IN WITNESS WHEREOF, the undersigned has caused this Closing Certificate to be executed in its name and behalf by its duly authorized representative as of the date first above-written.

TALF LLC, as Borrower

By: Federal Reserve Bank of New York, as its
Managing Member

By: _____

[REDACTED]

Exhibit E—Form of Put Option Agreement