



Limited Liability Company (LLC) Authorization

SF

Full Account Title:

_____ LLC

I, _____ hereby certify that I am the Managing Member of _____ ("LLC") a _____ [describe the nature of the entity, such as public or private] LLC duly organized and existing under the laws of _____ [enter jurisdiction title, such as country, state or province], and that the following resolutions were duly adopted by the Board of Managers at a duly called meeting or by unanimous consent on _____:

WHEREAS, The LLC seeks to benefit from opening and maintaining one or more securities, loan and/or guarantee accounts at UBS Financial Services Inc., a broker-dealer organized in the United States and registered with the U.S. Securities and Exchange Commission, and/or its successor firms, subsidiaries, affiliates, including but not limited to UBS Bank USA, and any third-party service providers (collectively, "UBS Financial Services").

NOW, THEREFORE, BE IT RESOLVED THAT:

- 1) The LLC is authorized to establish with UBS Financial Services Inc. one or more accounts for the purchase and sale of securities and other Property, the establishment of credit and/or the guarantee of another person's or entity's obligations (the "Account"). "Property" includes, but is not limited to, securities, money, stocks, options, bonds, notes, futures contracts, commodities, commercial paper, certificates of deposit and other obligations, contracts, all other property usually and customarily dealt in by brokerage firms and any other property that can be recorded in the Account. UBS Financial Services Inc. is designated an agent of the LLC for property of any nature and is authorized to receive, hold and deliver any funds, securities or other Property within or without the United States, registered in or transferred into the name of UBS Financial Services Inc. or its nominee(s) or the name of one or more custodians or nominees thereof. UBS Financial Services Inc. may either directly or through custodians retain unregistered securities or deposit the certificates representing such securities, in bulk with a central certificate depository, so that transfer of ownership of such securities may be made by bookkeeping entry on the books of such depository.
- 2) The LLC shall grant a security interest to UBS Financial Services Inc. as set forth in greater detail in the account agreement (including all documents incorporated therein) governing the Account, as amended from time to time. The LLC shall grant a security interest to such additional entities as may be specified in that account agreement and any additional agreements for the types of services as designated by the LLC's managing members from time to time.
- 3) The LLC is authorized to use the Account and services offered by UBS Financial Services Inc. to (a) sell short, (b) trade on margin, (c) borrow and/or obtain credit (including all manner of credits and/or letters of credit) from time to time from UBS Financial Services Inc. and guarantee obligations of others to UBS Financial Services Inc., in United States dollars or any foreign currency and (d) pledge, mortgage, assign or subject to a security interest or lien any property of any sort of the LLC as security for any liability of the LLC.
- 4) Each of the managing members named in the spaces below (each, together with persons designated under resolution number 5 below, herein after called an "Authorized Person") are authorized individually, without counter signature or co-signature, to act on behalf of the LLC to (a) open the Account and, with respect to the Account, to execute on behalf of the LLC any and all relevant documents, and to deal with UBS Financial Services Inc. in connection with all aspects of the Account, with no limits as to amount, (b) obtain all such services as UBS Financial Services Inc. shall offer, including but not limited to the services set forth under resolution number 6 below and to purchase and sell and enter into any transaction whatsoever in connection with the Account and the Property therein, and (c) bind the LLC in respect of any agreements entered into pursuant to clause (a) or (b) of this fourth resolution.
- 5) The Authorized Persons acting as below specified are authorized to appoint one or more agents to act on behalf of the LLC in the same capacity as set forth under resolution number 4 above, and are authorized to execute and deliver to UBS Financial Services Inc. any documents to effect or evidence such appointment.

The additional information on page 4 must be completed for each managing member listed in the spaces below.
(AT LEAST TWO TO BE DESIGNATED OR ONLY ONE TO BE DESIGNATED IF CLASSIFIED AS A DISREGARDED ENTITY ON PAGE 3)

Name and Title of Manager

Signature

Name and Title of Manager

Signature

Name and Title of Manager

Signature

Name and Title of Manager

Signature



- 6) UBS Financial Services Inc. is authorized, but not obligated, to deal with each Authorized Person individually, as follows, subject to the LLC having completed documentation relating to the relevant products and services and subject to UBS Financial Services Inc. policy and practice as in effect from time to time:
- a) to accept all orders for purchases and sales and all instructions of any nature whatsoever in connection with the Account given verbally, in writing, or via electronic communications by him or her on behalf of the LLC, as the action of the LLC without limit or further inquiry as to his or her authority or the validity or legality of such actions under any and all laws, rules and regulations applicable to the LLC and the conduct of its business and affairs;
 - b) to receive any funds, securities or other property for the Account of the LLC; to receive drafts, checks or other funds or property delivered to it for deposit for the Account of the LLC, whether or not endorsed with the name of the LLC by rubber stamp, facsimile, mechanical, manual or other signature, and any such endorsement by whomsoever affixed shall be the endorsement of the LLC, or otherwise endorsed, or unendorsed, provided that if any such item shall bear, or be accompanied by directions (by whomsoever made) for deposit to a specific account, then such deposit shall be to such specific account; and to honor written instructions from each Authorized Person to deliver either in bearer form, in street certificates, in any names or in any other manner any funds, securities or other property held for the account of the LLC;
 - c) to extend loans and letters of credit in connection with the maintenance of a margin account, loan account or other credit facility for the LLC;
 - d) to effect UBS American Express Card® transactions;
 - e) to honor written instructions from each Authorized Person to write checks, drafts, instruments, instructions or orders for the payment or withdrawal of funds drawn on the Account or payable to the order of the LLC and bearing the signature or signatures now or hereafter authorized by the LLC without limit as to amount, without inquiry and without regard to its application or that of its proceeds, including drafts, checks, instruments, instructions or orders for the payment or withdrawal of funds drawn or endorsed to the order of or in favor of any person whose signature appears thereon or any other officer or officers or agent or agents of the LLC which may be deposited with or delivered or transferred to UBS Financial Services Inc., or to any other person, firm or llc for the personal credit or account of any such officer or agent, and shall not be liable for any disposition which any such officer or agent shall make of all or any party of any draft, check, instrument, instruction or order for the payment or withdrawal of funds drawn on the Account or payable to the order of the LLC or the proceeds thereof, notwithstanding that such disposition may be for the personal account or benefit or in payment of the individual obligation of any such officer or agent to UBS Financial Services Inc., or otherwise; and to send all confirmations, notices, demands, statements and other communications to the Authorized Person and to the LLC, attention:

Name and position of officer and office location:

 - f) to open deposit accounts in foreign currencies with any depository to purchase, sell, transfer, or dispose of for present or future delivery foreign moneys, credits or exchange on deposit or otherwise and all manner of instruments representative thereof by endorsement or otherwise, and to execute and deliver any agreements or instruments relating to any such transactions;
 - g) to provide any and all investment management and advisory services that UBS Financial Services Inc. now or hereafter provides (including without limitation ACCESSSM, Managed Accounts Consulting, the Portfolio Management Program ("PMP"), SELECTIONSSM, PACESM SelectAdvisor and PACE MultiAdvisor) and to delegate discretion to UBS Financial Services Inc. or to a subadvisor in connection with any of the above services; and
 - h) to act, in effecting any of the aforesaid transactions, upon instructions contained in any message received by it, transmitted by any form or agency or communication whatsoever, which UBS Financial Services Inc. believes in good faith to have been originated by an Authorized Person acting as above specified.
- 7) Any withdrawals of money, check writing, UBS American Express Card purchases and other non-brokerage transactions including but not limited to any borrowings, obtaining letters of credit and other types of credit facilities made from time to time on behalf of the LLC with UBS Financial Services Inc. are hereby ratified, confirmed and approved.
- 8) UBS Financial Services Inc. is authorized to rely upon the authority conferred by these resolutions until UBS Financial Services Inc. receives a certified copy of resolutions of the LLC's Board of Managers revoking or modifying these resolutions. In the event that UBS Financial Services Inc., for any reason, is uncertain as to the continuing effectiveness of the authority conferred by these resolutions or any other resolutions of the LLC, UBS Financial Services Inc. may refrain from taking any action with respect to the Account until such time as it is satisfied as to its authority and UBS Financial Services Inc. shall be indemnified against and held harmless from any claims, demands, expenses, loss or damage, including legal fees and costs, resulting from or arising out of its refraining from taking any action.
- 9) In consideration of UBS Financial Services Inc. acting in reliance upon the foregoing resolutions and the succeeding resolutions, it shall be fully protected in so acting and the LLC agrees to indemnify and save harmless UBS Financial Services Inc. from and against any and all loss, damage, liability, claims and expenses whatsoever arising by reason of its so acting.
- 10) Any Authorized Person is fully authorized and empowered to transfer, convert, endorse, sell, assign, set over and deliver any and all shares of stocks, bonds, debentures, notes, subscription warrants, stock purchase warrants, evidence of indebtedness, or other securities now or hereafter standing in the name of or owned by the LLC, and to make, execute and deliver, under the corporate seal of the LLC or otherwise, any and all written instruments of assignment and transfer necessary or proper to effectuate the authority hereby conferred.
- 11) Whenever there shall be annexed to any instrument of assignment and transfer, executed pursuant to and in accordance with the foregoing resolution, a certificate of the Secretary or an Assistant Secretary of the LLC in office at the date of such certificate and such certificate shall set forth these resolutions and shall state that these resolutions are in full force and effect, and shall also set forth the names of the persons who are then officers of the LLC, then all persons to whom such instrument with the annexed certificate shall thereafter come, shall be entitled, without further inquiry or investigation and regardless of the date of such certificate, to assume and to act in reliance upon the assumption that the shares of stock or other securities named in such instrument were theretofore duly and properly transferred, endorsed, sold, assigned, set over and



UBS Financial Services Inc.

Account Number _____

Branch/FA _____

- delivered by the LLC, and that with respect to such securities the authority of these resolutions and of such officers is still in full force and effect.
- 12) The Secretary or an Assistant Secretary of the LLC is authorized and directed to certify to UBS Financial Services Inc.:
 - a) that these resolutions have been duly adopted, are in full force and effect and are in accordance with the provisions of applicable law and regulation and the articles of organization and operating agreement of the LLC;
 - b) the identities of the LLC's Authorized Persons and, from time to time hereafter, such changes as may occur in the identities of such Authorized Persons as such changes are made; and
 - c) that UBS Financial Services Inc. shall be fully protected in relying on such certifications of the Secretary or Assistant Secretary and shall be indemnified and saved harmless from any and all loss, damage, liability, claims and expenses whatsoever resulting from honoring the signature of any Authorized Person so certified or refusing to honor any signature not so certified.

Tax Certification

The Undersigned certify as follows: (select one)

- LLC is a limited liability company classified as an association taxable as a corporation; or
- LLC is a limited liability company with only one shareholder/member that is disregarded as an entity separate from its owner; or
- LLC is a limited liability company with more than one shareholder/member that is classified as a partnership.

Note: If LLC is classified as a U.S. corporation, you are required to provide UBS Financial Services Inc. with a copy of IRS Form 8832, Entity Classification Election.

I certify that there is no provision in the articles of organization and operating agreement of the LLC limiting the power of the Board of Managers to adopt the foregoing resolutions and that the same are in conformity with the provisions of said articles of organization and operating agreement, neither of which requires or provides for any vote or consent of other than the Board of Managers to authorize the adoption of such resolutions.

I further certify that the persons listed above are duly elected or appointed qualified officers of the LLC, hold in the LLC the respective positions indicated above and that set forth opposite each respective name is the true and correct signature of such person.

WITNESS my hand and the seal of the LLC at _____ this _____ day of _____, 20_____.

(SIGNATURE OF MANAGING MEMBER)



Account Number _____

Branch/FA _____

Additional Information

Manager Name:

Country of Citizenship:

USA Other (specify): _____

Passport/CEDULA and Green Card#: (If non-U.S. and no SS# specified)

_____/_____

Address:

City: _____ State: _____ Zip: _____

Manager Name:

Country of Citizenship:

USA Other (specify): _____

Passport/CEDULA and Green Card#: (If non-U.S. and no SS# specified)

_____/_____

Address:

City: _____ State: _____ Zip: _____

Manager Name:

Country of Citizenship:

USA Other (specify): _____

Passport/CEDULA and Green Card#: (If non-U.S. and no SS# specified)

_____/_____

Address:

City: _____ State: _____ Zip: _____

Manager Name:

Country of Citizenship:

USA Other (specify): _____

Passport/CEDULA and Green Card#: (If non-U.S. and no SS# specified)

_____/_____

Address:

City: _____ State: _____ Zip: _____

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