

[Insert Name of Company]

Officer's Certificate

[Insert Date]

This Officer's Certificate (this "*Certificate*") is delivered in connection with Section 1.2(d)(iv) of the Securities Purchase Agreement – Standard Terms (the "*SPA*") incorporated into the Letter Agreement, dated as of _____, between _____ (the "*Company*") and the United States Department of the Treasury (the "*Investor*") (the "*Letter Agreement*" and, together with the SPA, the "*Agreement*").

Capitalized terms used but not defined herein have the meaning ascribed to them in the Agreement.

The undersigned duly authorized senior executive officer of the Company hereby certifies to the Investor, on behalf of the Company, that the Company has effected such changes to its compensation, bonus, incentive and other benefit plans, arrangements and agreements (including golden parachute, severance and employment agreements) with respect to its Senior Executive Officers (and to the extent necessary for such changes to be legally enforceable, each of its Senior Executive Officers has duly consented in writing to such changes), as may be necessary, during the period that the Investor owns any debt or equity securities of the Company acquired pursuant to the Agreement or the Warrant, in order to comply with Section 111 of the Emergency Economic Stabilization Act of 2008 as implemented by guidance or regulation thereunder that has been issued and is in effect as of the date hereof.

(Remainder of page intentionally left blank)

IN WITNESS WHEREOF, the undersigned has executed this Certificate on the date first written above.

COMPANY: _____

By: _____

Name:

Title: