

# Morgan Stanley Bank, N.A.

## Portfolio Loan Account Certification for Limited Liability Company ("LLC") or Limited Liability Partnership ("LLP")

In consideration of Morgan Stanley Bank (the "Bank") opening and/or maintaining one or more Portfolio Loan Accounts for the LLC or LLP (the "Client") or the third party named below, the undersigned Manager(s)/Member(s) or Partners, hereby certify that (a) the Client is a duly organized and validly existing LLC or LLP in good standing in the jurisdiction in which it is organized and (b) the undersigned is/are individually or collectively authorized to make the certifications set forth herein on behalf of the client. The undersigned Manager(s)/Member(s) or Partners also certify as follows:

### 1. General Information

Provide the full legal name of the Client to which this Certification applies:

160 MADISON AVE OWNERS CORP

LEGAL NAME OF CLIENT

NY

JURISDICTION OF ORGANIZATION

**If the Client is an LLC,** is the Client run by one or more Managers or by one or more Members? Please check box and provide the names of the Managers or Members.

Managers—The Manager(s) is/are:       Members—The Member(s) is/are:

CLAUDE SIMON

NAMES OF MANAGERS OR MEMBERS (NOTE: IF THE LLC IS RUN BY ONE OR MORE MANAGERS, ONLY THE MANAGER(S) NEED TO COMPLETE THIS CERTIFICATION.)

**If the Client is an LLP,** provide the names of the Partners:

NAMES OF PARTNERS

2. Client is authorized and empowered to enter into a loan and security agreement, and/or other agreements and documents with Bank to establish and maintain one or more loan accounts ("Portfolio Loan Account") for the benefit of Client; and/or enter into a pledge agreement and/or other agreements and documents for the benefit of Bank under which Client will pledge collateral in one or more security accounts to Bank to secure the obligations of the third party named below, arising under or in connection with the third party's Portfolio Loan Account with Bank, as applicable (collectively, "Loan Documents").
3. Client is authorized to borrow and have letters of credit issued at any time and from time to time under the Portfolio Loan Account established by Bank for Client; and pledge, mortgage, assign or subject to a security interest or lien any property of any sort of Client as security for any liability of Client and as set forth under the Loan Documents.
4. Bank may deal with each of the individuals named and who have signed where indicated in Section 14 below (each, an "Authorized Individual") as though dealing with Client directly.

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### For Morgan Stanley Bank, N.A. Use Only

160 MADISON AVE OWNERS CORP

BORROWER NAME

7540381701

PLA NUMBER

PORTFOLIO LOAN ACCOUNT CERTIFICATION—LIMITED LIABILITY COMPANY ("LLC ")  
OR LIMITED LIABILITY PARTNERSHIP ("LLP")  
LENPLALL (06/2011)

5. Each of the Authorized Individuals, acting alone, is authorized to act on behalf of Client to:
  - a. Execute and deliver to Bank on behalf of Client any and all Loan Documents and/or other agreements and documents that Bank may require in connection with any Portfolio Loan Account or advance or letter of credit that may be made by Bank;
  - b. Enter into Loan Documents, establish Portfolio Loan Accounts and pledge the Client's assets as collateral under the Loan Documents or any related agreement, as applicable; and/or enter into Loan Documents and/or other agreements and documents and pledge the Client's assets as collateral under the Loan Documents or any other agreement to secure the obligations of the third party named below arising under or in connection with the third party's Portfolio Loan Account with Bank, as applicable;
  - c. Bind Client with respect to any agreements entered into with the Bank; and
  - d. Take any other actions necessary and appropriate in connection with the Portfolio Loan Account or to carry out the intent of this Certification.
6. Each of the Authorized Individuals acting as specified in this Certification is authorized to appoint one or more attorneys-in-fact or agents to act on behalf of Client in the same capacity as set forth in this Certification, and is authorized to execute and deliver to the Bank any powers of attorney or other documents to effect or evidence the appointment.
7. Each of the Authorized Individuals has been duly appointed, has been duly qualified and on the date of this Certification holds the respective positions as Client set forth below opposite their names on the date of this Certification, and the signatures set forth under their names are genuine.
8. Bank may rely upon any certification given in accordance with this Certification which Bank may assume is continuing and in full force and effect unless and until Bank shall have received due written notice of an amendment, modification or rescission of such certification. Bank shall not be liable for any action taken or not taken upon instruction of any Authorized Individual prior to the actual receipt by Bank of written notice of the termination or impairment of such person's authority. The failure to supply any specimen signature or any other documentation shall not invalidate any transaction which is in accordance with authority actually granted.
9. The Client shall provide Bank with complete and current copies of the Client's Certificate of Good Standing and Operating Agreement or Partnership Agreement, or equivalent documents and all amendments thereto, promptly upon request by Bank.
10. The charter and governing documents of the LLC or LLP, including its Operating Agreement or Partnership Agreement, empower it to transact the business and take the actions contemplated in this Certification, and no limitation has been imposed upon such powers by constitution, statute, rule, regulation, charter or otherwise.
11. The undersigned Manager(s)/Member(s) or Partners hereby acknowledge receiving and reviewing all pertinent Loan Documents and other Portfolio Loan Account-related documentation and agreements.
12. The undersigned Manager(s)/Member(s) or Partners hereby jointly and severally indemnify Bank, its affiliates and their respective directors, officers and employees and hold each of them harmless from any and all claims, liabilities and expenses which may arise from accepting instructions from Authorized Individuals or which may arise from continued reliance on this Certification. The provisions of this paragraph shall survive the termination of the Portfolio Loan Account and any Loan Documentation.
13. The undersigned Manager(s)/Member(s) or Partners hereby agree to notify Bank in writing of any amendment to Client's Operating Agreement or Partnership Agreement, any change in the composition of the Manager(s)/Member(s) or Partners or the Authorized Individuals, or any other event which could materially alter the representations made or information contained in this Certification. Bank may rely on the continued validity of this Certification indefinitely, absent actual receipt of such written notice.

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**14.** Authorized Individuals (Authorized Individuals should read Section 16, USA PATRIOT Act). If more than three, please photocopy this page. For the avoidance of doubt, individuals who do not sign where indicated in this section 14 will not be considered Authorized Individuals for the purposes hereof.

CLAUDE SIMON

NAME

71 TONJES ROAD , CALICOON, NY 12723

ADDRESS OF PRIMARY RESIDENCE

*Claude Simon*

SIGNATURE

**Country of Citizenship:**

USA     Other (specify)

**If the Authorized Individual does not have a social security number, passport information should be provided.**

PASSPORT NUMBER

PASSPORT COUNTRY OF ISSUANCE

NAME

ADDRESS OF PRIMARY RESIDENCE

SIGNATURE

**Country of Citizenship:**

USA     Other (specify)

**If the Authorized Individual does not have a social security number, passport information should be provided.**

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Subject to Bank's policies, if Bank receives conflicting instructions from different Authorized Individuals, or reasonably believes instructions from one Authorized Individual might conflict with the wishes of another Authorized Individual, Bank may do any of the following:

(a) choose which instructions to follow and which to disregard; (b) suspend all activity in the Portfolio Loan Account until written instructions signed by all Authorized Individuals are received; (c) close the Portfolio Loan Account; and/or (d) take other legal action.

**15. Name of third party establishing Portfolio Loan Account for which Client is pledging assets (if applicable):**

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NAME OF THIRD PARTY (IF APPLICABLE)

**16. USA PATRIOT Act:**

**Important information about procedures for opening a new account or establishing a new customer relationship.**

To help the government fight the funding of terrorism and money-laundering activities, Federal law requires all financial institutions to obtain, verify and record information that identifies each individual or institution that opens an account or establishes a customer relationship with Morgan Stanley Smith Barney and/or Morgan Stanley Bank, N.A.

**What this means:** If you enter into a new customer relationship with Morgan Stanley Smith Barney and/or Morgan Stanley Bank, N.A., Morgan Stanley Smith Barney and/or Morgan Stanley Bank, N.A. will ask for your name, address, date of birth (as applicable) and other identification information. This information will be used to verify your identity. As appropriate, Morgan Stanley Smith Barney and/or Morgan Stanley Bank, N.A. may, in its discretion, ask for additional documentation or information. If all required documentation or information is not provided, Morgan Stanley Smith Barney and/or Morgan Stanley Bank, N.A. may be unable to open an account or maintain a relationship with you.

**17. The undersigned Manager(s)/Member(s) or Partners hereby further certify that all certifications set forth herein are true and correct as of the date set forth below.**

1. **Claude Simon**

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NAME OF MANAGER/MEMBER OR PARTNER

71 Tonjes Road, Callicoon, NY 12723

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ADDRESS

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*Claude Simon*

11/1/2012

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SIGNATURE

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DATE

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2.

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NAME OF MANAGER/MEMBER OR PARTNER

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ADDRESS

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SIGNATURE

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DATE

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3.

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NAME OF MANAGER/MEMBER OR PARTNER

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ADDRESS

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SIGNATURE

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DATE

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