

[TO BE TYPED ON COMPANY'S LETTERHEAD]

**FORM OF
[ASSISTANT/CORPORATE] SECRETARY'S CERTIFICATE
OF
[MEMBER NAME]**

I, [NAME], [ASSISTANT/CORPORATE] Secretary of [MEMBER NAME], a [BANKING CORPORATION] organized and existing under the laws of [JURISDICTION] ("Member"), do hereby certify as follows:

1. Attached hereto as Exhibit A is a true, complete and correct copy of the Certificate of Incorporation, as amended, of Member, as in full force and effect at all times since [LAST MEETING DATE] up to and including the date hereof and as filed with the [BANKING/CORPORATE REGULATOR]. Since such date, no action has been taken by the Member, its shareholders, directors or officers in contemplation or in furtherance of the liquidation or dissolution of the Member.
2. Attached hereto as Exhibit B is a true, complete and correct copy of the By-Laws, as amended, of the Member as in full force and effect on the date hereof and at all time since [LAST AMENDMENT DATE].
3. Attached hereto as Exhibit C is a true, complete and correct copy of the resolutions duly adopted by the Board of Directors of the Member at a meeting duly called and held on [RELEVANT MEETING DATE], at which said Board authorized certain officers of the Member to enter into derivative, swap, or option agreements such as the 1992 ISDA Master Agreement (as published by the International Swaps and Derivatives Association) (the "Master Agreement") and the transactions contemplated thereby. Such resolutions have not been amended, modified or rescinded and remain in full force and effect.
4. Each person who, as director or officer of the member, signed (i) the Master Agreement with the Federal Home Loan Bank of New York ("FHLBNY"), (ii) the Special Amendment dated as of [SPECIAL AMENDMENT DATE] to the Advances, Collateral Pledge and Security Agreement, as amended (the "Advances Agreement") entered into with FHLBNY, or (iii) any other document delivered prior hereto or on the date hereof in connection with such Master Agreement or Advances Agreement, was duly elected or appointed, qualified and acting as such officer, and was duly authorized to sign and deliver such document, at the respective times of such signing and delivery. The signatures of such persons appearing on such documents are their genuine signatures.
5. The following persons are duly qualified and acting officers of the Member duly elected or appointed to the offices set forth opposite their names, duly authorized by the Board of Directors of Member to enter into the Master Agreement and the transactions and obligations contemplated thereby, and the signatures set forth below opposite their names and title(s) are their genuine signatures:

Name	Title(s)	Signature
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

IN WITNESS WHEREOF, I have executed this certificate on this _____ day of _____, 20__.

[NAME]
[ASSISTANT/CORPORATE] SECRETARY