

January 13, 2012

Mr. John Kieling
Hazardous Waste Acting Bureau Chief
New Mexico Environment Department (NMED)
2905 Rodeo Park Drive East, Building 1
Santa Fe, NM 87505-6303
(505) 428-2500

RE: Letter from NMED on 11/28/2012 Regarding Request for Transfer of Financial Responsibility Container Storage Facility from Rinchem Company, Inc, to Advanced Chemical Transportation/Treatment, Inc.(ACT), EPA ID#NMD002208627 RNCM-11-001

Dear Mr. Kieling:

This letter and the packet attached are in response to the findings described in the letter sent to ACT and Rinchem on 11/28/2011. Our response follows along with the required data attached to this letter.

RESPONSE TO FINDINGS IN LETTER DATED 11/28/2011:

1. ACT will update the closure cost estimate in 2012 for inflation within 60 days prior to the anniversary date of the establishment of the financial instrument(s) used to comply with 40CFR 264.143.
2. Deficiencies that need to be submitted to NMED
 - i. A signed duplicate original of a new Certificate of Liability Insurance issued to ACT, pursuant to 40 CFR 264.147(a)(1)(i), the wording of the certificate must be identical to the wording specified in 40 CFR 264.151(j). **This revised certificate has been attached to this letter.**
 - ii. A certification acknowledging ACT's corporate status pursuant to 40 CFR 64.143(a)(2), which requires that a "Certificate of Acknowledgement" must accompany the Trust Agreement and the wording of the Certificate shall be identical to the wording at 40 CFR 264.151(a)(2). **This Certificate has been attached to this letter.**
 - iii. The Trust Agreement signature page must bear the corporate seal of the Trustee (Comerica Bank), as required by 40 CFR 264.151(a)(1). **This document has been attached to this letter.**
 - iv. Pursuant to 40 CFR 264.143(a)(1), the Trustee (Comerica Bank) must show that it is an entity which has the authority to act as a trustee and whose trust operations are regulated and examined by a Federal or State Agency. **This document has been attached to this letter.**

If you have any questions, please do not hesitate to contact me at 505-349-5221. Thank you for your time and consideration for the review of these documents.



Advanced Chemical Transport

Sincerely,

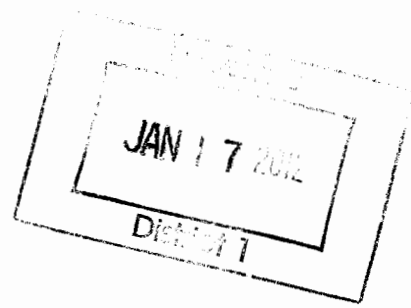
A handwritten signature in black ink that reads 'Polly Wagner'. The signature is fluid and cursive, with a large initial 'P'.

Polly Wagner, CHMM
NM Regional Manager
Advanced Chemical Transport/Treatment

Enclosures

cc: C. Amindyas, NMED HWB

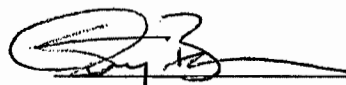
New Mexico Environment Department
Hazardous Waste Facility Certificate of Liability Insurance
Advanced Chemical Transport, Inc.
1210 Elko Drive
Sunnyvale, CA 94089



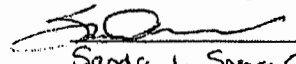
For Hazardous Waste Facility

1. Endurance Specialty Insurance Company, (the "Insurer"), of 767 3rd Avenue New York, NY 10017 hereby certifies that it has issued liability insurance covering bodily injury and property damage to Advanced Chemical Treatments, Inc. (the "insured"), of 6133 Edith Blvd. NE, Albuquerque, NM 87107 in connection with the insured's obligation to demonstrate financial responsibility under 40 CFR 264.147 or 265.147 as adopted by New Mexico Administrative Code Title 20 Environmental Protection Chapter 4 Hazardous Waste Part 1 Hazardous Waste Management sub-part 500, as applicable. The coverage applies at EPA10# NMD 002208627; Advanced Chemical Treatments, Inc.: 6133 Edith Blvd. NE, Albuquerque, NM 87107 for "sudden and non sudden accidental occurrences". The limits of liability are \$4,000,000/\$8,000,000 ("each occurrence "and" annual aggregate "limits of the Insurer's liability), exclusive of legal defense costs. The coverage is provided under policy number EIL101013347-00, issued by 10-17-11. The effective date of said policy is 10-17-11.
2. The Insurer further certifies the following with respect to the insurance described in Paragraph 1,
 - (a) Bankruptcy or insolvency of the insured shall not relieve the Insurer of its obligations under the policy.
 - (b) The Insurer is liable for the payment of amounts within any deductible applicable to the policy, with a right of reimbursement by the insured for any such payment made by the Insurer. This provision does not apply with respect to that amount of any deductible for which coverage is demonstrated as specified in 40 CFR 264.147(f) or 265.147(f).
 - (c) Whenever requested by the Secretary of the New Mexico Environmental Department or his/her designee, the Insurer agrees to furnish to such individual assigned duplicate original of the policy and all endorsements.
 - (d) Cancellation of the insurance, whether by the insurer, the insured, a parent corporation providing insurance coverage for its subsidiary, or by a firm having an insurable interest in and obtaining liability insurance on behalf of the owner or operator of the hazardous waste management facility, will be effective only upon written notice and only after the expiration of 60 days after a copy of such written notice is received by the Regional Administrator(s) of the EPA Region(s) in which the facility(ies) is (are) located.
 - (e) Any other termination of the insurance will be effective only upon written notice and only after the expiration of thirty (30) days after a copy of such written notice is received by the Secretary of the New Mexico Environmental Department or his/her designee in which the facility(ies) is (are) located.

I hereby certify that the wording of this instrument is identical to the wording specified in 40 CFR 264.151(j) as adopted by such regulation and the New Mexico Administrative Code Title 20 Environmental Protection Chapter 4 Hazardous Waste Part 1 Hazardous Waste Management sub-part 500, as applicable, was constituted on the date first above written, and that the Insurer is licensed to transact the business of insurance, or eligible to provide insurance as an excess or surplus lines insurer, in one or more States.

 (Signature of Authorized Representative of Insurer)

Stacy Brown
President, Managing Partner, Freberg Environmental, Inc.
Endurance Specialty Insurance Company
2000 South Colorado Boulevard, Tower II, Suite 800 Denver, Colorado 80222

 (Notary Signature)
Sandra L. Spencer
My commission expires 4-2-12

2i
(2 of 3)



CERTIFICATE OF LIABILITY INSURANCE

OP ID: JR
ADVAN-2

DATE (MM/DD/YYYY)
01/11/12

PRODUCER ISU Massie & Beck Ins. Serv. License #0B29340 P.O. Box 1272 Lafayette CA 94549-1272 Phone: 925-283-5750 Fax: 925-283-5751	THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW.												
INSURED Advanced Chemical Transport, Inc. 1210 Elko Drive Sunnyvale CA 94089	<table border="1" style="width:100%; border-collapse: collapse;"> <tr> <th style="width:80%;">INSURERS AFFORDING COVERAGE</th> <th style="width:20%;">NAIC #</th> </tr> <tr> <td>INSURER A: Nautilus Insurance Co.</td> <td style="text-align: center;">17370</td> </tr> <tr> <td>INSURER B: Great Divide Insurance Company</td> <td style="text-align: center;">25224</td> </tr> <tr> <td>INSURER C:</td> <td></td> </tr> <tr> <td>INSURER D:</td> <td></td> </tr> <tr> <td>INSURER E:</td> <td></td> </tr> </table>	INSURERS AFFORDING COVERAGE	NAIC #	INSURER A: Nautilus Insurance Co.	17370	INSURER B: Great Divide Insurance Company	25224	INSURER C:		INSURER D:		INSURER E:	
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INSURER D:													
INSURER E:													

COVERAGES

THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED. NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN, THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS AND CONDITIONS OF SUCH POLICIES. AGGREGATE LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS.

INSR	ADD'L	TYPE OF INSURANCE	POLICY NUMBER	POLICY EFFECTIVE DATE (MM/DD/YYYY)	POLICY EXPIRATION DATE (MM/DD/YYYY)	LIMITS	
A		GENERAL LIABILITY	ECP01529532-10	04/18/11	04/18/12	EACH OCCURRENCE	\$ 1,000,000
		<input checked="" type="checkbox"/> COMMERCIAL GENERAL LIABILITY				DAMAGE TO RENTED PREMISES (Ea occurrence)	\$ 100,000
		<input type="checkbox"/> CLAIMS MADE <input checked="" type="checkbox"/> OCCUR				MED EXP (Any one person)	\$ 5,000
		<input checked="" type="checkbox"/> Pollution Liab.				PERSONAL & ADV INJURY	\$ 1,000,000
		<input checked="" type="checkbox"/> Professional Liab				GENERAL AGGREGATE	\$ 2,000,000
		PROFESSIONAL LIABILITY	RETRO DATE: 4/18/00			PRODUCTS - COMP/OP AGG	\$ 2,000,000
		GEN'L AGGREGATE LIMIT APPLIES PER:					
		<input type="checkbox"/> POLICY <input checked="" type="checkbox"/> PRO-JECT <input type="checkbox"/> LOC					
B		AUTOMOBILE LIABILITY	BAP1529529-10	04/18/11	04/18/12	COMBINED SINGLE LIMIT (Ea accident)	\$ 1,000,000
		<input checked="" type="checkbox"/> ANY AUTO				BODILY INJURY (Per person)	\$
		<input type="checkbox"/> ALL OWNED AUTOS				BODILY INJURY (Per accident)	\$
		<input type="checkbox"/> SCHEDULED AUTOS				PROPERTY DAMAGE (Per accident)	\$
		<input checked="" type="checkbox"/> HIRED AUTOS					
<input checked="" type="checkbox"/> NON-OWNED AUTOS							
<input checked="" type="checkbox"/> \$2,000 Comp. Ded.							
<input checked="" type="checkbox"/> \$2,000 Coll. Ded.							
		GARAGE LIABILITY				AUTO ONLY - EA ACCIDENT	\$
		<input type="checkbox"/> ANY AUTO				OTHER THAN EA ACC	\$
						AUTO ONLY: AGG	\$
A		EXCESS / UMBRELLA LIABILITY	FFX1529531-10	04/18/11	04/18/12	EACH OCCURRENCE	\$ 10,000,000
		<input checked="" type="checkbox"/> OCCUR <input type="checkbox"/> CLAIMS MADE				AGGREGATE	\$ 10,000,000
		<input type="checkbox"/> DEDUCTIBLE					\$
		<input type="checkbox"/> RETENTION \$					\$
		WORKERS COMPENSATION AND EMPLOYERS' LIABILITY				WC STATUTORY LIMITS	OTH-ER
		ANY PROPRIETOR/PARTNER/EXECUTIVE OFFICER/MEMBER EXCLUDED? (Mandatory in NH)				E.L. EACH ACCIDENT	\$
		If yes, describe under SPECIAL PROVISIONS below				E.L. DISEASE - EA EMPLOYEE	\$
		OTHER				E.L. DISEASE - POLICY LIMIT	\$

DESCRIPTION OF OPERATIONS / LOCATIONS / VEHICLES / EXCLUSIONS ADDED BY ENDORSEMENT / SPECIAL PROVISIONS
 Evidence of insurance only.

CERTIFICATE HOLDER <div style="text-align: right;">NEWME-1</div> New Mexico Environmental Dept. Hazardous Waste Bureau 2905 Rodeo Park Dr. East Bldg#1 Santa Fe NM 87505	CANCELLATION SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, THE ISSUING INSURER WILL ENDEAVOR TO MAIL <u>10</u> DAYS WRITTEN NOTICE TO THE CERTIFICATE HOLDER NAMED TO THE LEFT, BUT FAILURE TO DO SO SHALL IMPOSE NO OBLIGATION OR LIABILITY OF ANY KIND UPON THE INSURER, ITS AGENTS OR REPRESENTATIVES. AUTHORIZED REPRESENTATIVE
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The ACORD name and logo are registered marks of ACORD

IMPORTANT

If the certificate holder is an ADDITIONAL INSURED, the policy(ies) must be endorsed. A statement on this certificate does not confer rights to the certificate holder in lieu of such endorsement(s).

If SUBROGATION IS WAIVED, subject to the terms and conditions of the policy, certain policies may require an endorsement. A statement on this certificate does not confer rights to the certificate holder in lieu of such endorsement(s).

DISCLAIMER

This Certificate of Insurance does not constitute a contract between the issuing insurer(s), authorized representative or producer, and the certificate holder, nor does it affirmatively or negatively amend, extend or alter the coverage afforded by the policies listed thereon.

State of New Mexico

County of Bernalillo

On this 16th day of January 2012, before me personally came Walter Singer to me known, who, being by me duly sworn, did depose and say that she/he resides at 13250 Pierce Rd., Saratoga, CA 95070, that he is President of Advanced Chemical Transport Inc. and Advanced Chemical Treatment, Inc., the corporation described in and which executed the above instrument; that he knows the seal of said corporation; that the seal affixed to such instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation, and that he signed his name thereto by like order.


Walter Singer

SWORN AND SUBSCRIBED before me this 16th day of January 2012 by Walter Singer.

<see attached >
Notary Public

My commission expires 3.28.13

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

CIVIL CODE § 1189

State of California }
County of Santa Clara }

On Jan 16, 2012 before me, Sarah Bonnie Kathleen Ruckman, Notary Public
Date Here Insert Name and Title of the Officer

personally appeared Walter H. Singer
Name(s) of Signer(s)

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature: [Handwritten Signature]
Signature of Notary Public

Place Notary Seal Above

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: Affidavit

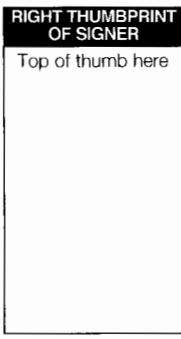
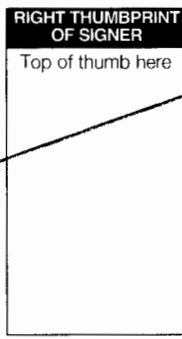
Document Date: 1.16.12 Number of Pages: 1

Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer(s)

Signer's Name: _____ Signer's Name: _____

- | | |
|--|--|
| <input type="checkbox"/> Corporate Officer — Title(s): _____ | <input type="checkbox"/> Corporate Officer — Title(s): _____ |
| <input type="checkbox"/> Individual | <input type="checkbox"/> Individual |
| <input type="checkbox"/> Partner — <input type="checkbox"/> Limited <input type="checkbox"/> General | <input type="checkbox"/> Partner — <input type="checkbox"/> Limited <input type="checkbox"/> General |
| <input type="checkbox"/> Attorney in Fact | <input type="checkbox"/> Attorney in Fact |
| <input type="checkbox"/> Trustee | <input type="checkbox"/> Trustee |
| <input type="checkbox"/> Guardian or Conservator | <input type="checkbox"/> Guardian or Conservator |
| <input type="checkbox"/> Other: _____ | <input type="checkbox"/> Other: _____ |



Signer Is Representing: _____ Signer Is Representing: _____

Comerica Bank

January 5, 2012

Ms. Jo Ann Ricci
Advanced Chemical Transport
1210 Elko Drive
Sunnyvale, CA 94089

Re: State of New Mexico Hazardous Waste Bureau letter dtd November 28, 2011

Dear Ms. Ricci:

This is in response to items 2.iii and 2.iv in the referenced letter from John E. Kieling. (A copy of the letter is enclosed for your convenience.)

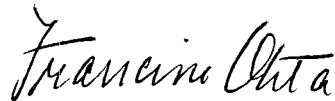
We have enclosed the following:

Item 2.iii: An original Corporate Authorization and Incumbency Certificate containing the corporate seal for Comerica Bank & Trust N.A. which confirms Robert H. Gajewski as an authorized signer for Comerica Bank & Trust, N.A.

Item 2.iv: A copy of the approval from the Office of the Comptroller of the Currency dated December 15, 1994 permitting Comerica Bank – Ann Arbor, N.A. to engage in fiduciary and investment advisory activities as well as a copy of the Amended and Restated Articles of Association for Comerica Bank & Trust N.A. as adopted by the shareholders on May 13, 1999.

We believe that these documents should satisfy the Bureau's requests. Please feel free to contact me if any other documentation is necessary.

Sincerely,



Francine Ohta
Vice President
Comerica Bank
Institutional Services Group
250 Lytton Avenue, MC 4195
Palo Alto, CA 94301
Tel. 650-462-6164
Email fohta@comerica.com

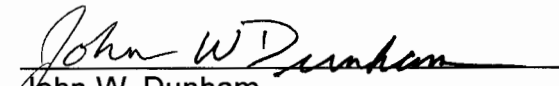
COMERICA BANK & TRUST, NATIONAL ASSOCIATION
CORPORATE AUTHORIZATION AND INCUMBENCY CERTIFICATE

John W. Dunham certifies as follows:

1. He is an Assistant Secretary of Comerica Bank & Trust, National Association, a bank duly organized under the laws of the United States (the "Bank"), and in this capacity assists in maintaining the corporate books and records.
2. The attached is a true copy of resolutions designating the signing authority of the Bank's officers and others, which resolutions were duly adopted by the Board of Directors of the Bank on August 11, 2011 and are now in full force and effect, unmodified and unrevoked.
3. Robert H. Gajewski, a Senior Vice President of the Bank, is a duly elected, acting and qualified officer of the Bank, authorized to sign instruments on behalf of the Bank as referenced in the attached resolutions.
4. The specimen signature appearing below is genuine.


Robert H. Gajewski

S E A L


John W. Dunham
Assistant Secretary

Dated: December 19, 2011

COMERICA BANK & TRUST, NATIONAL ASSOCIATION
ORGANIZATIONAL AND REGULAR MEETING
OF THE BOARD OF DIRECTORS
AUGUST 11, 2011

RESOLUTION: DESIGNATING SIGNING AUTHORITIES OF
OFFICERS AND AGENTS

WHEREAS, Article IV, Paragraph 4.2(g) of the Bylaws of Comerica Bank & Trust, National Association (the "Bank") provides that the Board of Directors may designate by name or office the person or persons who shall have authority to execute in the name of the Bank any instrument or class of instruments; and

WHEREAS, for the information of persons dealing with the Bank, the Board of Directors desires to designate the authority of the Bank's officers and agents to sign instruments in the name of the Bank.

1. RESOLVED, that except as otherwise required by this Resolution, any instrument of any character may be signed in the name of the Bank by any person holding the office of Chairman, President, Executive Vice President, Senior Vice President, Vice President, Cashier or Assistant Cashier, Secretary or Assistant Secretary, or by any person holding the title of Vice President or higher that is followed with divisional demarcations, including, without limitation, "Western Market" or "Texas Market".
2. RESOLVED FURTHER, that the following classes of instruments may be signed in the name of the Bank by any officer of the Bank:
 - (a) Checks, drafts and orders for the payment of money drawn by the Bank on itself or against funds deposited to the credit of the Bank in any depository.
 - (b) Drafts and advises of drafts drawn by the Bank on foreign banks.
 - (c) Acceptances of drafts drawn on the Bank.
 - (d) Letters of credit.
 - (e) Certification of checks, drafts and orders for the payment of money.

**COMERICA BANK & TRUST, NATIONAL ASSOCIATION
DESIGNATING SIGNING AUTHORITIES OF OFFICERS AND OTHERS
AUGUST 11, 2011
PAGE 2**

- (f) Endorsements on checks, drafts, notes, bills of exchange, acceptances, bills of lading, warehouse receipts, insurance policies and certificates and similar documents transmitted for sale, discount or collection.
 - (g) Time deposits.
 - (h) Receipts for money, securities and other property.
 - (i) Guarantees of signatures on transfers of securities and powers of attorney to transfer securities.
 - (j) Certification of United States Savings Bonds, United States Tax Notes and United States Armed Forces Leave Bonds.
 - (k) Deeds, land contracts, leases, bills of sale, conditional sale contracts, financing statements, assignments and discharges of mortgages, disclaimers and releases, whether these instruments relate to property held by the Bank for its own account or in a fiduciary, agency or any other capacity.
 - (l) Pleadings, petitions, accounts, proofs of claim, verifications, stipulations, satisfactions, powers of attorney, fiduciary bonds and any other papers necessary or proper to be made or filed in any proceeding before a judicial or administrative tribunal or the Treasury Department.
 - (m) Contracts for property and services to be acquired by the Bank and services to be rendered to the Bank.
3. **RESOLVED FURTHER**, that instruments of the following classes may be signed in the name of the Bank by any Trust Department Officer responsible for fiduciary activities:
- (a) Trust agreements, trust indentures, acceptances of trusts, escrow agreements and other agreements under which the Bank acts or is to act in a fiduciary or agency capacity, including revisions and revocations of these agreements.

**COMERICA BANK & TRUST, NATIONAL ASSOCIATION
DESIGNATING SIGNING AUTHORITIES OF OFFICERS AND OTHERS
AUGUST 11, 2011
PAGE 3**

- (b) Assignments and powers of attorney to transfer securities held by the Bank in a fiduciary or agency capacity, orders to buy and sell these securities and orders to withdraw these securities from custodial or safekeeping accounts.
 - (c) Certificates of authentication for securities issued pursuant to indentures and agreements under which the Bank is trustee; certificates for securities deposited, interim certificates and all other certificates issued or signed by the Bank as depository, transfer agent, registrar or agent; and cremation certificates covering securities destroyed by the Bank.
 - (d) Instruments in connection with the qualification or resignation of the Bank as a fiduciary or renunciation of fiduciary nomination.
- 4. RESOLVED FURTHER, that notwithstanding the authorizations set forth in the foregoing resolutions, the Bank's management is authorized to further limit the authority of officers and others to sign in the name of the Bank any instruments designated by management.
- 5. RESOLVED FURTHER, that the Cashier or any Assistant Cashier or Secretary or any Assistant Secretary, or any other officer designated by the Cashier or any Assistant Cashier or Secretary or any Assistant Secretary, from time to time may designate and rescind the designation of specific employees to sign in the name of the Bank any instruments designated by the Cashier or any Assistant Cashier or Secretary or any Assistant Secretary.
- 6. RESOLVED FURTHER, that two signatures are not required by the Bank, except as specifically indicated otherwise herein.
- 7. RESOLVED FURTHER, that two signatures are not required by the Bank in any case except that the signatures of two officers, one of whom shall be an officer specified in resolution numbered 1 above, are required on orders to buy, sell, exchange, transfer, deliver or otherwise dispose of securities held by the Bank for its own account or to withdraw these securities from any custodial or safekeeping

**COMERICA BANK & TRUST, NATIONAL ASSOCIATION
DESIGNATING SIGNING AUTHORITIES OF OFFICERS AND OTHERS
AUGUST 11, 2011
PAGE 4**

account; provided however, the Cashier or any Assistant Cashier or Secretary or any Assistant Secretary, or any other officer designated by the Cashier or any Assistant Cashier or Secretary or any Assistant Secretary, from time to time may designate and rescind designations of specific officers and employees to sign these transactions in the name of the Bank.

8. RESOLVED FURTHER, that certification of resolutions adopted by the Board of Directors and certifications of incumbency of officers or designation shall be signed by the Secretary or any Assistant Secretary of the Bank. The Secretary or any Assistant Secretary also may execute certifications of records, confirmations, acknowledgments and affidavits.
9. RESOLVED FURTHER, that mechanical or facsimile signatures may be used on stock certificates, dividend checks, interest checks, salary and other payroll checks, pension checks and checks representing distributions to trust beneficiaries when any check is drawn by the Bank on itself or one of its depositories.
10. RESOLVED FURTHER, that the Cashier or any Assistant Cashier or Secretary or any Assistant Secretary, or any other officer designated by the Cashier or any Assistant Cashier or Secretary or any Assistant Secretary, is authorized and instructed by appropriate means in his or her discretion to certify to correspondent banks and other persons dealing with the Bank the authority and signatures of all persons who are authorized to sign instruments in the name of the Bank according to the foregoing resolutions, and similarly to certify all revocations of any authority and to maintain in his or her office a complete record of these certifications. For purposes of this resolution, Cashier and Assistant Cashier shall have the same meaning as Treasurer and Assistant Treasurer.
11. RESOLVED FURTHER, that all prior resolutions inconsistent with the foregoing resolutions are rescinded.

**COMERICA BANK & TRUST, NATIONAL ASSOCIATION
DESIGNATING SIGNING AUTHORITIES OF OFFICERS AND OTHERS
AUGUST 11, 2011
PAGE 5**

12. RESOLVED FURTHER, that the Secretary or any Assistant Secretary of the Bank is hereby authorized to amend these resolutions to correct them for any scrivener's or other errors, to provide clarification thereof or to ensure technical compliance with applicable law, order or regulation, and such resolutions are hereby deemed adopted *in haec verba* with the same force and effect as if set forth herein at length and that copies thereof be filed with the records of the Bank.



Comptroller of the Currency
Administrator of National Banks

Washington, D.C. 20219

December 15, 1994

Michael A. Greenspan, Esquire
THOMPSON & MITCHELL
Attorneys at Law
700 - 14th Street, N.W. - Suite 900
Washington, D.C. 20005-2010

Re: Notice of intent by Comerica Bank-Ann Arbor, National Association, Ann Arbor, Michigan, to exercise fiduciary powers; and request for prior approval to amend Article II of its Articles of Association to expand its activities to include fiduciary and investment advisory services.
Application Control Numbers: 94-CE-12-337 and 94-CE-12-348

Dear Mr. Greenspan:

Effective December 15, 1994, your request, dated October 28, 1994, to exercise fiduciary powers has been approved. Trust activities must begin within 18 months from the effective date of the approval unless the OCC has granted an extension. Please notify the Office of the Comptroller of the Currency (OCC) of the date the bank begins to exercise fiduciary powers at which time we will send the bank its trust permit.

→ This letter also constitutes the approval of the OCC for Comerica Bank-Ann Arbor, National Association, Detroit, Michigan to amend Article II of its Articles of Association to permit the bank to engage in fiduciary and investment advisory activities. It is understood that any further expansion of banking activities would require the prior approval of this Office as stated in our original approval letter dated August 2, 1991. Please file a certified copy of the amended Articles of Association with our Central District Office when they are adopted.

The OCC has no objection to Messrs. George Eshelman and Eric Oppenheim serving as your trust officers. Any management changes made by the bank before it commences trust business must be reviewed and approved by the OCC.

National banks are governed in the exercise of their fiduciary powers by 12 C.F.R. Part 9, a copy of which is enclosed. The officers and staff of your trust department should become thoroughly familiar with the Regulation.

Michael A. Greenspan, Esq.
Re: Comerica Bank-Ann Arbor, N.A.
Page 2

The board of directors should make provisions for the establishment and administration of the trust department either through the adoption of amendments to the bylaws or by appropriate resolutions. You will note that 12 C.F.R. Part 9.7 places responsibility on the Board of Directors to properly exercise the bank's fiduciary powers, but leaves full discretion to the board as to whether it will directly supervise the administration of all such powers or assign supervisory and/or the administrative duties to individuals or committees. A director's audit committee must be appointed and its functions outlined in reasonable detail in the bylaws or resolutions of the board.

Provision should similarly be made for:

- (a) A proper delineation of duties for Trust Officer(s) and committee(s).
- (b) The pledging of securities to secure trust funds on deposit in the bank as required by 12 C.F.R. Part 9.10(b).
- (c) The designation of the officers or employees responsible for custody of the trust investments in conformity with 12 C.F.R. Part 9.13(a).
- (d) The pledging of securities with state authorities where required by local law, per 12 C.F.R. Part 9.14.

Provisions for the establishment and administration of the trust department may appear in the bylaws or in resolutions of the board, or partly in the bylaws and partly in resolutions. When these provisions have been adopted, a copy of them should be furnished to the trust officer(s) for guidance.

Under separate cover, the Communications Division of this Office will mail to you the Comptroller's Handbook for Fiduciary Activities.

Sincerely,

Kathleen S. O'Brien

Kathleen S. O'Brien
Senior Bank Structure Analyst
Bank Organization and Structure

AS ADOPTED BY THE SOLE SHAREHOLDER ON MAY 13, 1999

AMENDED AND RESTATED
ARTICLES OF ASSOCIATION
FOR
COMERICA BANK & TRUST, NATIONAL ASSOCIATION

CHARTER NUMBER 21527

Article I. The title of this Association, effective May 14, 1999, is Comerica Bank & Trust, National Association.

Article II. The main office of the Association shall be in the City of Ann Arbor, County of Washtenaw, State of Michigan. The general business of the Association shall be conducted at its main office and its branches. The powers of this Association shall be limited to all the powers of a National Banking Association necessary or appropriate to offer commercial demand deposit accounts to cash management customers, to engage in fiduciary and investment advisory activities, to offer financial advisory services, to engage in agency, principal and dealer activities with respect to securities to the full extent of the law and to engage in data processing and finder activities for home banking and other electronic service activities incidental thereto. These powers may not be expanded without the prior approval of the Comptroller of the Currency.

Article III. The Board of Directors of this Association shall consist of not less than five nor more than twenty-five shareholders, the exact number to be fixed and determined from time to time by resolution of a majority of the full Board of Directors or by resolution of the shareholders at any annual or special meeting thereof. During the full term of his or her directorship, each director shall own common or preferred stock of the Association with an aggregate par value of not less than \$1,000, or common or preferred stock of Comerica Incorporated, being the bank holding company that has control of this Association, with an aggregate par, fair market or equity value of not less than \$1,000, as of any of (1) the date of purchase, (2) the date the person became a director, or (3) the date of that person's most recent election to the board of directors, whichever is greater. Any combination of common or preferred stock of the Association or Comerica Incorporated may be used.

Any vacancy in the Board of Directors may be filled by action of the Board of Directors. The Board of Directors may not increase the number of directors between meetings of shareholders to a number which exceeds by more than two the number of directors last elected by shareholders.

Terms of directors, including directors selected to fill vacancies, shall expire at the next regular meeting of shareholders at which directors are elected, unless the directors resign or are removed from office; provided, however, that despite the expiration of a director's term the director shall continue to serve until his or her successor is elected and qualifies or until there is a decrease in the number of directors and his or her position is eliminated.

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Article IV. There shall be an annual meeting of shareholders the purpose of which shall be the election of Directors and the transaction of any other business that may be brought before the meeting. The meeting shall be held at the main office or other convenient place as the Board of Directors may designate, on the day of each year specified in the Bylaws, but if no election is held on that day, the meeting may be held on any subsequent day designated by the Board of Directors in accordance with applicable laws, or , if the directors fail to fix the day, by shareholders representing two-thirds of the shares issued and outstanding. In all cases, at least 10 days advance notice of the meeting shall be given to the shareholders by first class mail.

Article V. The authorized amount of capital stock of this Association shall be 20,000 shares of common stock of the par value of Ten Dollars (\$10.00) each; but the capital stock may be increased or decreased from time to time, in accordance with the provisions of the laws of the United States.

No holder of shares of the capital stock of any class of the corporation shall have any pre-emptive or preferential right of subscription to any shares of any class of stock of the corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the corporation, issued or sold, nor any right of subscription to any thereof other than such, if any, as the Board of Directors, in its discretion may determine from time to time and at such price as the Board of Directors may fix from time to time.

The Association, at any time and from time to time, may authorize and issue debt obligations, whether or not subordinated, without the approval of the shareholders. Obligations classified as debt, whether or not subordinated, which may be issued by the Association without the approval of the shareholders, do not carry voting rights on any issue, including an increase or decrease in the aggregate number of the securities, or the exchange or reclassification of all or part of securities into securities of another class or series.

Article VI. The Board of Directors shall appoint one of its members President of this Association, who shall be Chairperson of the Board, unless the Board appoints another director to be the Chairperson. The Board of Directors shall have the power to appoint one or more Vice Presidents, to appoint a Secretary who shall keep minutes of the directors' and shareholders' meetings and be responsible for authenticating the records of the Association, and to appoint such other officers and employees as may be required to transact the business of this Association.

The Board of Directors shall have the power to define the duties of the officers and employees of the Association; to fix the salaries to be paid to them; to enter into employment contracts with them; to dismiss them; to require bonds from them and to fix the penalty thereof; to regulate the manner in which any increase of the capital of the Association shall be made; to manage and administer the business and affairs of the Association; to make contracts; to delegate the performance of its duties, but not the responsibility for its duties, to the officers, employees and agents of the Association; and generally to do and perform all acts that it may be legal for a Board of Directors to do and perform.

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Article VII. The Board of Directors shall have the power to change the location of the main office to any other place within the limits of the City of Ann Arbor, State of Michigan, without the approval of the shareholders but subject to the approval of the Comptroller of the Currency; and shall have the power to establish or change the location of any branch or branches of the Association to any other location, without the approval of the shareholders but subject to the approval of the Comptroller of the Currency.

Article VIII. The corporate existence of this Association shall continue until terminated in accordance with the laws of the United States.

Article IX. The Board of Directors of this Association, or any one or more shareholders owning, in the aggregate, not less than twenty-five percent of the stock of this Association, may call a special meeting of the shareholders at any time. Unless otherwise provided by the laws of the United States, a notice of the time, place and purpose of every annual and special meeting of the shareholders shall be mailed at least ten days prior to the date of the meeting, by first class mail, postage prepaid, to each shareholder of record at his or her address as shown upon the books of this Association .

The record date for determining shareholders entitled to notice of and to vote at any meeting is the close of business on the day before the first notice is mailed or otherwise sent to the shareholders, provided that in no event may a record date be more than 70 days before the meeting.

Article X. To the fullest extent permitted by applicable law, a director of the Association shall not be liable to the Association or its shareholders for monetary damages for breach of fiduciary duty as a director except for liability:

- (1) For any breach of the director's duty of loyalty to the Association or its shareholders.
- (2) For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law.
- (3) For any transaction from which the director derived an improper personal benefit.

Any repeal or amendment of this Article X by the shareholders of the Association shall be prospective only and shall not adversely affect any limitation on the personal liability of a director of the Association arising from an act or omission occurring prior to the time of the repeal or amendment. In addition to the circumstances in which a director of the Association is not personally liable as set forth in the foregoing provision of this Article X, a director shall not be liable to the Association or its shareholders to such further extent as permitted by any law hereafter enacted, including without limitation any subsequent amendment to the Delaware General Corporation Law.

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Article XI. To the fullest extent permitted by applicable law or regulation, as presently existing or hereafter amended, the Association shall provide indemnification to its directors, officers, agents, employees and others as follows:

- A. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Association), by reason of the fact that he or she is or was a director, officer or employee of the Association or is or was serving at the request of the Association as a director, officer, partner, venturer, proprietor, trustee, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, and judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with the action, suit or proceeding, if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Association and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. Any person who is or was an agent of the Association may be indemnified to the same extent as provided above. In addition, in the event the action, suit or proceeding is threatened or instituted against a spouse to whom a director or officer is legally married at the time the director or officer is covered under the indemnification provided herein, which action, suit or proceeding arises solely out of his or her status as the spouse of a director or officer, including, without limitation, an action, suit or proceeding that seeks damages recoverable from marital community property of the director or officer and his or her spouse, property owned jointly by them or property purported to have been transferred from the director or officer to his or her spouse, then the spouse of the director or officer shall be indemnified to the same extent as provided above. The termination of any action, suit or proceeding by judgment, order, settlement or conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Association and, with respect to any criminal action or proceeding, raise any inference that he or she had reasonable cause to believe that his or her conduct was unlawful.
- B. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Association to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer or employee of the Association, or is or was serving at the request of the Association as a director, officer, partner, venturer, proprietor, trustee, employee or agent of another corporation,

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partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, actually and reasonably incurred by him or her in connection with the defense or settlement of the action or suit, if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Association, except that no indemnification shall be made with respect to any claim, issue or matter as to which the person shall have been adjudged to be liable to the Association unless and only to the extent that the court in which the action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for the expenses which the court shall deem proper. Any person who is or was an agent of the Association may be indemnified to the same extent as provided above. In addition, in the event the action or suit is threatened or instituted against a spouse to whom a director or officer is legally married at the time the director or officer is covered under the indemnification provided herein, which action or suit arises solely out of his or her status as the spouse of a director or officer, including, without limitation, an action or suit that seeks damages recoverable from marital community property of the director or officer and his or her spouse, property owned jointly by them or property purported to have been transferred from the director or officer to his or her spouse, then the spouse of the director or officer shall be indemnified to the same extent as provided above.

- C. To the extent that an indemnified person has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in subsections A and B of this Article, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses, including attorneys' fees, actually and reasonably incurred by him or her in connection with the action, suit or proceeding.
- D. Any indemnification under subsections A and B of this Article (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the director, officer, spouse of the director or officer, employee or agent is proper in the circumstances because he or she or his or her spouse has met the applicable standard of conduct set forth in subsections A and B of this Article. Such determination shall be made (1) by a majority vote of directors who were not parties to the action, suit or proceeding even if they constitute less than a quorum, or (2) if there are no disinterested directors, or if a majority of disinterested directors so directs, by independent legal counsel in a written opinion, or (3) by the shareholders.
- E. Expenses (including attorneys' fees) incurred by a director, officer, spouse of a director or officer, employee or agent in defending any civil, criminal,

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administrative or investigative action suit or proceeding may be paid by the Association in advance of the final disposition of the action, suit or proceeding upon receipt of an undertaking by or on behalf of the director, officer, spouse of a director or officer, employee or agent to repay the advance if it is ultimately determined that he or she is not entitled to be indemnified by the Association as authorized in this Article. In addition, before any advances are made for any expenses incurred in connection with an administrative proceeding or other action instituted by an appropriate bank regulatory agency, the Board of Directors, in good faith, must determine in writing that all of the following conditions are met:

- (1) the director, officer, spouse of a director or officer, employee or agent has a substantial likelihood of prevailing on the merits;
- (2) in the event the director, officer, spouse of a director or officer, employee or agent does not prevail, he or she will have the financial capability to reimburse the Association; and
- (3) payment of expenses by the Association will not adversely effect the safety and soundness of the Association.

If the Board of Directors believes at any time that these conditions are no longer met, the Association shall cease paying the expenses and shall require reimbursement for expenses already paid if and to the extent that the Board of Directors finds that the director, officer, spouse of a director or officer, employee or agent willfully misrepresented factors relevant to the Board's determination of conditions (1) or (2); or if a final decision assessing penalties or requiring payments is returned.

- F. The indemnification and advancement of expenses provided by or granted pursuant to the other subsections of this Article shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office.
- G. If a claim under this Article is not paid in full by the Association within thirty days after a written claim has been received by the Association, the claimant at any time thereafter may bring suit against the Association to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant also shall be entitled to be paid the expense of prosecuting the claim. It shall be a defense to any action (other than an action brought to enforce a claim for expenses

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incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to the Association) that the claimant or the claimant's spouse has not met the standard of conduct which makes it permissible under applicable law for the Association to indemnify the claimant for the amount claimed, but the burden of proving the defense shall be on the Association. Neither the failure of the Association (including its Board of Directors, independent legal counsel or shareholders) to make a determination prior to the commencement of an action that indemnification of the claimant is proper in the circumstances because he or she or his or her spouse has met the applicable standard of conduct set forth in applicable law, nor an actual determination by the Association (including its Board of Directors, independent legal counsel or shareholders) that the claimant or the claimant's spouse has not met the applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant or his or her spouse has not met the applicable standard of conduct.

- H. The Association may purchase and maintain insurance on behalf of any person who is or was a director, officer, spouse of a director or officer, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, partner, venturer, proprietor, trustee, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against and incurred by him or her in that capacity or arising out of that status, whether or not the Association would have the power to indemnify him or her against the liability under the provisions of this Article. However, in no event shall the Association purchase or maintain insurance coverage for formal orders by a bank regulatory authority assessing civil money penalties against a director, officer, spouse of a director or officer, employee or agent of the Association.
- I. For the purposes of this Article, references to "the Association" include, in addition to the resulting or surviving association or corporation, any constituent association or corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had the power and authority to indemnify its directors, officers, spouses of directors or officers, employees or agents, so that any person who is or was a director, officer, spouse of a director or officer, employee or agent of the constituent association or corporation, or is or was serving at the request of the constituent association or corporation as a director, officer, partner, venturer, proprietor, trustee, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this Article with respect to the resulting or surviving association or

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corporation as he or she would have with respect to the constituent association or corporation if its separate existence had continued.

- J. For purposes of this Article, references to "other enterprises" shall include employee benefit plans; references to "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to "serving at the request of the Association" shall include any service as a director, officer, employee or agent of the Association which imposes duties on or involves services by the director, officer, employee or agent with respect to an employee benefit plan, its participants or beneficiaries; and a person who acted in good faith and in a manner he or she reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the Association" as referred to in this Article.
- K. Unless otherwise provided when authorized or ratified, the indemnification and advancement of expenses provided by or granted pursuant to this Article shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall continue as to any spouse of the former director or officer even if their marriage terminates prior to the end of the period of coverage, and shall inure to the benefit of the heirs, executors and administrators of the person.
- L. Notwithstanding any other provision of this Article, to the extent prohibited by federal regulations, no director, officer, spouse of a director or officer, employee or agent of the Association (or person who is or was serving at the request of the Association as a director, officer, partner, venturer, proprietor, trustee, employee or agent of another corporation, partnership, joint venture, trust or other enterprise) may be indemnified against expenses, penalties or other payments incurred in an administrative proceeding or action instituted by an appropriate bank regulatory agency which proceeding or action results in a final order assessing civil money penalties or requiring affirmative action by an individual or individuals in the form of payments to the Association or any other national bank.

Article XII. These Articles of Association may be amended at any regular or special meeting of the shareholders by the affirmative vote of the holders of a majority of the stock of this Association, unless the vote of the holders of a greater amount of stock is required by law, and in that case by the vote of the holders of such greater amount.



Comptroller of the Currency
Administrator of National Banks

Washington, DC 20219

CERTIFICATE OF CORPORATE EXISTENCE

I, John Walsh, Acting Comptroller of the Currency, do hereby certify that:

1. The Comptroller of the Currency, pursuant to Revised Statutes 324, et seq., as amended, 12 U.S.C. 1, et seq., as amended, has possession, custody and control of all records pertaining to the chartering, regulation and supervision of all National Banking Associations.
2. "Comerica Bank & Trust, National Association," Ann Arbor, Michigan, (Charter No. 21527), is a National Banking Association formed under the laws of the United States and is authorized thereunder to transact the business of banking on the date of this Certificate.

IN TESTIMONY WHERE OF, I have
hereunto subscribed my name and caused
my seal of office to be affixed to these
presents at the Treasury Department, in the
City of Washington and District of
Columbia, this May 24, 2011.



John Walsh

Acting Comptroller of the Currency