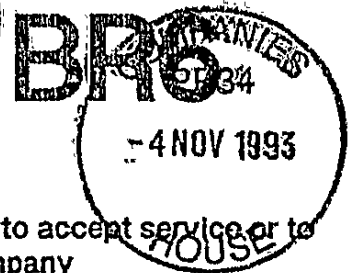
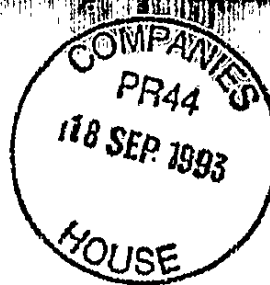




COMPANIES HOUSE



This form should be completed in black.
This notice must be delivered to the
Registrar within 21 days of the
alteration being made.

Return of change of person authorised to accept service or to
represent the branch of an overseas company
or of any change in their particulars

(Pursuant to Schedule 21A, paragraph 7(1) of the Companies Act 1985)

Company number

FC 1835

Branch number

BR001018

Company name

CITIBANK, N.A.

Branch name

(if different to
corporate name)

TERMINATION OF AUTHORITY

See overleaf for
appointments and
change of particulars

Date of termination

0, 1 0, 7 9, 3

Position vacated

(Mark appropriate box(es))

☒

Person authorised to accept service
on the company's behalf

☒

Person authorised to represent the company
at the branch

Complete these details for
resignation of any person
authorised to accept service
or process on the company's
behalf or who was authorised
to represent the company in
relation to the business of
the branch.

Name Mr John McFARLANE

Address Cottons Centre

Hays Lane

LONDON SE1 2QT

To whom should
Companies House direct
any enquiries about the
information on this form.

John S MITCHELL-HEWSON, FCIS

Assistant Secretary, CITICORP

336 Strand

LONDON WC2R 1HB

Tel. (071) 438 0817

When completed, this form should be delivered to the address on page 4

APPOINTMENT

Persons authorised to represent the company or who may accept service or process

Give the name and address of the person appointed, together with the date of appointment. Mark the box(es) relevant to the appointment. If the appointment is to both positions mark both boxes.

*Delete as appropriate.

SCOPE OF AUTHORITY

Give brief particulars of the extent of the powers exercised, (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations.) Where the powers are exercised, jointly give the name(s) of the person(s) concerned.

£ Mark box(es) as appropriate)

* Style/Title

Mr

Forenames

Ian Douglas

Surname

CORMACK

Address

Cottons Centre

Hays Lane

County/Region LONDON

Postcode SE1 2QT



Is authorised to accept service of process on the company's behalf

*AND/OR



Is authorised to represent the company in relation to that business

Date of appointment

01 07 93

The authority to represent the company is :-

Is £ ☒ Authorised to accept service of process on the company's behalf

*AND/OR

Is £ ☒ Authorised to represent the company in relation to that business

The extent of the authority to represent the company is :- (give details)

Powers and duties conferred under a Power of Attorney granted

09 JULY 1993 effective as of 01 JULY 1993 for the purposes of

Article VI 'Foreign Branches' of the By-Laws in addition to

being an executive officer pursuant to Article IV 'Officers

and Agents' Section 12 of the By-Laws.

These powers :-

£



May be exercised alone

OR

£



Must be exercised with :-

(Give name(s) of co-authorised person(s))

2) Fee

APOSTILLE
(Convention de La Haye du 5 octobre 1961)

Country: United States of America

This public document

has been signed by Norman Goodman

acting in the capacity of County Clerk

bears the seal/stamp of County of New York

CERTIFIED

at New York, New York

6. the . 15th day of July, 1993

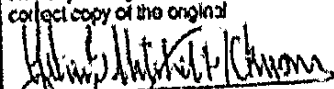
by Special Deputy Secretary of State, State of New York

No. NYC- . 7064

Seal/Stamp

10. Signature

... Rosalie V. DiMotta ...
Rosalie V. DiMotta
Special Deputy
Secretary of State

CERTIFICATION
I hereby Certify that this is a true and correct copy of the original

John S. Johnson-Howson, FCIS Assistant Secretary, CITIBANK, N.A.
Dated: 12 NOV 93

STATE OF NEW YORK }
COUNTY OF NEW YORK }

POWER OF ATTORNEY

-to-

IAN CORMACK

UNITED KINGDOM

In the City, County and State of New York, United States of America, on this 9th day of July, 1993, before me a Notary Public in and for the State and County of New York, United States of America, and the undersigned resident witnesses, legally qualified and personally known to me, appeared: (1) Arthur de Graffenried, hereinafter referred to as the "Executing Officer", a Banker, domiciled in Westport, CT, and holding the office of Chairman, Restructuring Committee of CITIBANK, N. A. (hereinafter referred to as the "Bank"), a national banking association duly constituted, registered and in existence in accordance with the laws of the United States of America now in force, and (2) George E. Seegers, a Banker domiciled in East Windsor, New Jersey the Secretary Pro-Tem of the Bank (hereinafter referred to as, and in his capacity of, "Secretary Pro-Tem").

I, the Notary Public, being an Attorney-at-law, as hereinbelow stated, do hereby CERTIFY AND ATTEST:

A. That the Executing Officer and the Secretary Pro-Tem are of full age, competent to act in the premises, to me personally known, and that they are authorized to execute this instrument by virtue of the powers granted to them pursuant to the By-Laws of the Bank and the laws of the United States of America, and that the Executing Officer said that he hereby appoints and nominates Ian Cormack (hereinafter referred to as "the Attorney-in-fact"), a banker, of legal age, now residing in the United Kingdom to act in the name or on behalf of Citibank, N.A. or any of its branches in the United Kingdom. The Attorney-in-fact is hereby authorized and empowered, effective as of the 1st day of July, 1993, to act as follows:

CERTIFICATION

I hereby certify that this is a true and correct copy of the original

John S. Mitchell-Hawson
John S. Mitchell-Hawson, FCI'S
Assistant Secretary, CITIBANK, N.A.

Dated: 12 NOV 93

I. To manage, transact and generally conduct, in the name of the Bank, and in its place and stead, a general banking business at any and all Branches, agencies or offices of the Bank now or hereafter established, with all powers and authority requisite and necessary for that purpose and, subject to the limitations hereinafter expressed, to sign the name of the Bank whenever requisite or expedient in the transaction and conduct of its said business and, generally, to do each and every such act, matter or thing as the nature of the said banking business may require;

II. To: (1) sign ordinary correspondence and indorsements on checks and other bills of exchange deposited for the credit of the Bank; (2) make, sign, draw, issue, indorse, discount, negotiate, pay, accept, collect, receive, renew, extend and protest any and all bills of exchange (whether checks or drafts), promissory notes, letters of credit or other negotiable instruments and other documents of credit, and advices of drafts drawn; (3) buy, sell, receive, hold, indorse, transfer, deliver, hypothecate and pledge any and all bills of exchange (whether checks or drafts), bills of lading, insurance certificates, bullion, checks, drafts, exchange, money, accounts, notes, bonds or other negotiable instruments, real and personal property or documents purporting to evidence title thereto, and any and all securities or property whatsoever; (4) accept the transfer and delivery of any and all shares of the capital stock of any corporation or association, whether organized for banking, commercial, industrial or other purposes, including bonds of any State and any and all States' securities, with power to carry out all formalities required by law and regulations applying to the transfer and registration thereof; (5) indorse, transfer and deliver such certificates or shares or securities and to effect such transfer on the books of any corporation or association; (6) act as trustee or special depository; (7) borrow money with or without security; (8) hire, rent or lease any and all real estate and personal property, with power to execute all necessary indentures, leases and other documents in connection therewith, upon such terms as the Attorney-in-fact may find proper, and to accept guaranties and chattel mortgages; (9) take mortgages on real estate or on mortgage credits; cancel them partially or totally, modify or extend them, or to create, transfer, assign, postpone or otherwise dispose of them with or without general or special warranty;

- III. To open, receive, and maintain deposit and other accounts;
- IV. To make loans, with or without collateral security;
- V. To ask, demand, collect, receive and take all necessary and lawful means to recover any and all moneys, debts or property and to give acquittances therefor;
- VI. To give, receive and carry out orders on commission and to forward goods and securities;
- VII. To carry out custom house operations;
- VIII. To make or obtain acknowledgements and waybills;
- IX. To take delivery of letters, telegraphic messages, drafts, packages and securities of any kind, from State Offices or from the Post Offices, Railway, Airline, Express or Steamship companies against the necessary receipt and discharge signature;
- X. To procure insurance against fire, marine or other risks to property of the Bank, or in which it may be concerned or have or represent any interests;
- XI. To register deeds and other documents and these presents and to pay any and all taxes, fees or other governmental charges determined by law;
- XII. To attach, distrain or replevy property;
- XIII. To liquidate accounts with debtors and creditors, approving or disapproving their balances;
- XIV. To apply for letters of administration upon the estate, or for the appointment of a liquidator or receiver, of any debtor; to institute proceedings in bankruptcy, insolvency or judicial liquidation; to prove, guarantee, verify, accept, dispute or prosecute claims and to sign any composition or other agreement and, in general, to represent the Bank in such proceedings, or in the affairs of any corporation, association or firm and, on behalf of the Bank, to become a director or officer thereof;

- XV. To attend, take part in or vote at any and all meetings of creditors, shareholders, directors or officers of any corporation or association or for other business purposes, or to give proxy therefor;
- XVI. To adjust, compound, compromise, contest, defend, settle or submit to arbitration, or to the decision of amicable referees, any and all controversies, suits, actions and other legal or equitable proceedings in which the Bank may be interested, and to participate in any plan of distribution of funds;
- XVII. To represent and defend the Bank and its interests before any and all judges and courts, of all classes and jurisdictions, in any action, suit or proceeding in which the Bank may be a party or may be interested in administrative, civil, criminal, contentious or contentious-administrative matters, and in all kinds of lawsuits, recourses or proceedings of any kind or nature, with complete and absolute representation of the Bank, whether as plaintiff or defendant, or as an interested party for any reason whatsoever, and with power to institute actions, file exceptions, counterdemand, submit proofs and allegations, initiate the regular and special recourses, make bids, undertake the execution of sentences, challenge all kinds of judges or officials, propound interrogatories, request the recognition of signatures or of documents, institute all kinds of actions for the repression of crimes, file pleas for "amparo" and oppose its being granted to others, and desist from all classes of actions, exceptions and recourses; and for the purpose of representing the Bank before any and all judges and courts and in any action, suit or proceeding whatsoever in which the Bank is interested, to employ, retain, dismiss and grant all necessary powers in favor of solicitors, proctors, lawyers or other persons suitable to defend the rights, privileges and interests of the Bank; and, in general, to exercise all the rights of the Bank in all kinds of suits, actions and legal or equitable proceedings, with power to collect the amount sums lodged in Court on behalf of the Bank and for such amounts collected to make out receipts in legal form;

- XVIII. To employ, retain, suspend or dismiss any and all tellers, clerks and other employees at any Branch, agency or office of the Bank now or hereafter established;
- XIX. To authenticate by her signature at any time(s) for the purpose of giving full force and effect thereto for all purposes under any law in force in any country or subdivision of any country; (a) any writing signed by any of the following officers of the Bank; the Chairman, or the President, or any Vice Chairman/Sector Executive, or any Senior Executive Vice President, or any Executive Vice President, or any Senior Vice President, or the Secretary, or the Chief Auditor, or any Vice President, or any Deputy Chief Auditor, and (b) the then current "Circular of Authorized Signatures of Citibank, N. A. and its Branches". Every such writing of the current Circular so authenticated by her shall be entitled to full faith and credit before every office and authority in any country or subdivision of any country; and
- XX. To present for official registration certified copies of the Bank's Articles of Association, By-Laws and any other documents required by the laws of any country or place in which this Power of Attorney may be registered or exercised, and to do and perform any and all other acts and things required by the laws of any such country or place relating to the establishing or the maintenance in business of foreign corporations therein and the opening of branches thereof; and
- XXI. To substitute or delegate this Power of Attorney in whole or in part in favor of such one or more employees of the Bank, as he may deem advisable, but without divesting himself of any of the powers granted to him by this Power of Attorney; and to grant and execute in favor of any one or more such employees, powers of attorney containing all or such authorizations, as he may deem advisable. Such substitutions, or delegations, and powers of attorney, shall remain in effect after the Attorney-in-fact herein shall have ceased to represent the Bank in the country for which the said employees concerned were appointed, and also after said employees may have been transferred to another country or countries, unless and until revoked by the Attorney-in-fact herein who is hereby granted the necessary power or revocation, or by any other attorney-in-fact of the head office of the Bank having such power of revocation. He may also revoke powers of attorney heretofore granted directly by the Head Office of the Bank to any of its employees.

B. That the Executing Officer also said that the Bank hereby ratifies and confirms all that the Attorney-in-fact may or shall lawfully do or cause to be done within the powers conferred upon him by virtue of this Instrument, including that which he may do or cause to be done after the revocation of the said powers but before notification of such revocation.

C. That the Secretary Pro-Tem is the Secretary Pro-Tem of the Board of Directors of the Bank and that he exhibited to me the Minute Book of the Bank which verifies each of the following to be true and correct:

1. That on September 18, 1984, the Board of Directors of Citibank, N.A., in accordance with Article IV, Section 13 of the Citibank, N.A. By-Laws (Article IV, Section 14 under the current By-Laws), established a senior officer position known as "Chairman, Restructuring Committee," which has general executive powers as well as specific powers conferred by the By-Laws for senior officers.

2. The By-Laws of the Bank, as now in force, contain among others the following provisions:

"ARTICLE IV

OFFICERS AND AGENTS

SECTION 10. SECRETARY. The Board of Directors shall appoint a Secretary, who shall keep accurate minutes of meetings of the Board of Directors and the Executive Committee of the Board. He shall attend to the giving of all notices required by these By-Laws to be given. He shall be custodian of the corporate seal, records, documents and papers of the Association. He shall have and may exercise any and all other powers and duties pertaining by law or regulation to the office of Secretary, or imposed by these By-Laws. He shall also have such further powers and duties as may from time to time be assigned to him by the Board of Directors, the Chairman, the President, or any Vice Chairman.

★ ★ ★ ★ ★

"ARTICLE X

MISCELLANEOUS PROVISIONS

2. **EXECUTION OF INSTRUMENTS.** All agreements, indentures, mortgages, deeds, conveyances, transfers, certificates, declarations, receipts, discharges, releases, satisfactions, settlements, petitions, schedules, accounts, affidavits, bonds, undertakings, proxies and other instruments or documents, may be signed, executed, acknowledged, verified, delivered or accepted in behalf of the Association by . . . any Executive Vice President/Group Executive/Senior Corporate Officer. . . . the Secretary . . . or anyone holding a position equivalent to the foregoing . . ."

* * * * *

3. The Board of Directors of the Bank, at its Organization Meeting, duly held with a legal quorum on April 20, 1993 appointed the Executing Officer as a Chairman, Restructuring Committee and the Secretary Pro-Tem as such, of the Bank, and such appointments have continued, and are now in full force and effect.

4. That the Secretary Pro-Tem stated to me that under Article IV, Section 10 and Article X, Section 2 of the By-Laws of the Bank, the Executing Officer has had duly conferred on him the power to execute this Power of Attorney.

D. That the Bank exists in perpetuity in accordance with the laws of the United States of America.

E. That I am a Notary Public in the State of New York, and as such Notary Public am duly authorized to act as such in the County of New York; that I am also an Attorney-at-law, duly authorized to practice as such in the State of New York, and that I have my office at 399 Park Avenue in the City and County of New York; that the Executing Officer and the Secretary are now in the exercise of their respective offices as hereinbefore stated, and that the Executing Officer and the Secretary Pro-Tem have declared before me under their most absolute responsibility that the particulars contained herein are in full force.

F. That this document is executed after I had made to the Executing Officer and the Secretary Pro-Tem all the legal admonitions and after they had read this instrument; that it is executed in accordance with the laws of the United States of America and of the State of New York, United States of America, and with the extrinsic requisites and formalities that said laws require in order to constitute the same a public document.

G. This power of attorney shall supercede all other powers of attorney issued in respect of the same subject matters.

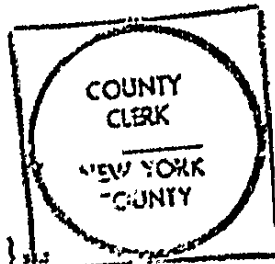
For CITIBANK, N.A.

Arthur J. de Figueiredo
(Executing Officer)

Al E. Jan
(Secretary Pro-Tem)

Witnesses:

Kathleen A. Priolo



No. 47284 Form

State of New York
County of New York, } ss.

I, NORMAN GOODMAN, County Clerk, and Clerk of the Supreme Court of the State of New York, in and for the County of New York, a Court of Record, having by law a seal, DO HEREBY CERTIFY pursuant to the Executive Law of the State of New York, that

Kenneth J. Cohen
whose name is subscribed to the annexed affidavit, deposition, certificate of acknowledgment or proof, was at the time of taking the same a NOTARY PUBLIC in and for the State of New York duly commissioned, sworn and qualified to act as such; that pursuant to law, a commission or a certificate of his official character, with his autograph signature has been filed in my office; that at the time of taking such proof, acknowledgment or oath, I was duly authorized to take the same; that I am well acquainted with the handwriting of such NOTARY PUBLIC or have compared the signature on the annexed instrument with his autograph signature deposited in my office, and I believe that such signature is genuine.

IN WITNESS WHEREOF, I have hereunto set my hand affixed my official seal this
JUL 13 1993

FEE PAID \$3.00

Norman Goodman
County Clerk and Clerk of the Supreme Court, New York County

CHANGE OF PARTICULARS

Mark the appropriate box. If change relates to both positions, mark both boxes

Change of name

Name previously notified to Companies House

Now name

Change of residential address
(enter new address)

Change of authority to act

(this part does not apply to a person authorised to accept service on behalf of the company)

Give brief particulars of any change in the authority of the officer to represent the company, including any alteration to the manner in which the existing or new powers may be exercised (e.g. requiring them to be exercised with other persons)

☐ Mark appropriate box

Date of change

--	--	--	--	--	--

☐

Change of particulars of person authorised to accept service

☐

Change of particulars of person authorised to represent the company

Forenames

Surname

Forenames

Surname

Address

Post town

County/Region

Postcode

Country

The extent of the authority of the above person to represent the company has been altered to :- [give details]

The powers :

£ ☐

May be exercised alone

or

£ ☐

must be exercised with : [give names of co-authorised person(s)]

Signature

Signed

[Signature]

Assistant

~~Secretary~~ (Permanent represent)

Date

16 SEPTEMBER 1993

* Delete as applicable