

CONVERSUS INVESTMENT GP, LIMITED
(the "Company")

WRITTEN RESOLUTION OF MEMBERS
pursuant to section 181 of The Companies (Guernsey) Law, 2008

We, the undersigned members, representing all of the members of the Company entitled to vote on this resolution on its circulation date HEREBY RESOLVE AS A SPECIAL RESOLUTION:

THAT the Memorandum and Articles of Incorporation of the Company be and are hereby amended as follows:

1. Any reference in the Memorandum and Articles of Incorporation to:
 - (a) the "Memorandum of Association" is replaced with a reference to the "Memorandum of Incorporation";
 - (b) the "Articles of Association" is replaced with a reference to the "Articles of Incorporation";
 - (c) "The Companies (Guernsey) Law, 1994" or any Ordinance repealed by Schedule 5 of The Companies (Guernsey) Law, 2008 is replaced with a reference to "The Companies (Guernsey) Law, 2008";
 - (d) a specific section or sections of The Companies (Guernsey) Law, 1994 or any Ordinance described in (c) above is replaced with a reference to the corresponding section or sections of The Companies (Guernsey) Law, 2008.
2. The Memorandum of Incorporation is amended by:
 - (a) deleting the existing clauses 3, 4 and 6;
 - (b) inserting a new clause 3 as follows:

"The Company is a non-cellular company within the meaning of section 2(1) (c) of The Companies (Guernsey) Law, 2008."
 - (c) inserting a new clause 4 as follows:

"The Company may make or alter:

 - (A) any provision in the Memorandum relating to any matter mentioned in section 15(7) of The Companies (Guernsey) Law, 2008 by special resolution; and
 - (B) any other provision in the Memorandum in the manner prescribed by the Laws."
 - (d) re-numbering the existing clause 7 as clause 6.
3. The Articles of Incorporation are amended by:
 - (a) deleting the existing Article 4(1) and re-numbering Article 4(2) as Article 4;
 - (b) inserting the following at the end of Article 18(1):

"Notwithstanding any other provisions in these Articles, the quorum necessary for meetings of the Directors, where the number of Directors in office is five or more, shall be a majority of all Directors then holding office

and where the number of Directors in office is four or less, the quorum shall be two."

- (c) deleting the words "The presence, in person, by video link or by telephone, of a majority of the Directors then in office and (subject to the proviso in the preceding sentence) each Non-voting Advisor then appointed to the Board by BAC and OHIM, respectively, shall constitute a quorum for the purposes of any meeting of the Board on or after the Initial Closing Date." from Article 18(2);
- (d) deleting the words ", other than a United Kingdom resident Director," from Article 18(11);
- (e) inserting the following new Article 33 immediately after Article 32:


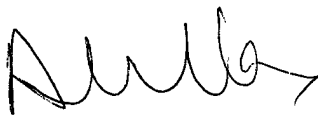
"33. OVERRIDING PROVISION

- (1) The standard articles of incorporation prescribed pursuant to the Laws are disapplied in respect of the Company.
- (2) Subject to these Articles, the Company may:
 - (a) make arrangements on the issue of shares to distinguish between Members as to the amounts and times of payments of calls on their shares;
 - (b) accept from any Member the whole or any part of the amount remaining unpaid on any shares held by him (although no part of that amount has been called up); and
 - (c) pay dividends in proportion to the amount paid up on each share where a larger amount is paid up on some shares than on others.
- (3) Subject to these Articles, the Company may:
 - (d) issue fractions of a share in accordance with the Laws; and
 - (e) hold shares as treasury shares in accordance with the Laws.
- (4) The Directors may exercise the power of the Company to issue shares or grant rights to subscribe for or convert any security into shares on such terms and conditions as they see fit, subject to any restrictions on the exercise of such power in the Articles that are not overridden by paragraph (5) of this Article. For the avoidance of doubt this power shall not be limited (either in the number of shares or in the period for which it may be exercised) and shall not require any authorisation of the Members of the Company (whether by ordinary resolution or otherwise), but may at any time be revoked or restricted by ordinary resolution of the Company.
- (5) Notwithstanding any other provision of these Articles:
 - (a) The Company may issue any number of shares. The issue of shares in the Company shall not be restricted by reason of any provision in the Articles stating the authorised share capital of the Company or requiring a resolution of Members to increase such share capital.
 - (b) The Company may issue shares whether they have a nominal value (denominated in any currency) or no par

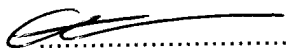
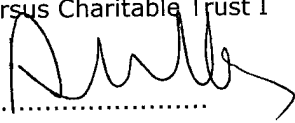
- value, but otherwise subject to any restrictions in the Articles on the issue of shares.
- (c) Shares in the Company may be issued as, or all or any class of its shares converted into, shares (whether ordinary shares or preference shares) that are, or at the option of the Company or the Member are, liable to be redeemed, but otherwise subject to any restrictions in the Articles on the issue or conversion of shares.
 - (d) The Company may by ordinary resolution:
 - (i) consolidate and divide all or any of its share capital into shares of larger amounts than its existing shares;
 - (ii) subject to the Laws, subdivide all or any of its shares into shares of a smaller amount;
 - (iii) cancel shares which have not been taken up or agreed to be taken up by any person, and diminish the amount of its share capital by the amount of the shares so cancelled;
 - (iv) convert all or any of its shares the nominal amount of which is expressed in a particular currency or former currency into shares of a nominal amount of a different currency, the conversion being effected at a rate of exchange calculated to not less than 3 significant figures on such date as the Directors may determine;
 - (v) where its share capital is expressed in a particular currency or former currency, denominate or redenominate it, whether by expressing its amount in units or subdivisions of that currency or former currency, or otherwise; or
 - (vi) reduce the Company's share capital, share premium account or any capital reserve in accordance with the Laws.
 - (e) The Company may acquire its own shares (including any redeemable shares) in accordance with the Laws, whether the purchase price for such shares is paid from the Company's profits, capital, share premium account or any capital reserve.
 - (f) The Company may have a single Member. If at any time the Company has a sole member, the sole member present at a meeting constitutes a quorum.
 - (g) The Company may waive the requirement to have an annual general meeting by the passing of a waiver resolution in accordance with the Laws, in which case any provision of these Articles requiring the holding of an annual general meeting shall not apply.
 - (h) The Company may pass a waiver resolution in accordance with the Laws exempting the Company from the requirement under the Laws to have its accounts for a financial year audited, in which case any provision of these

Articles requiring the Company to have its accounts for that financial year audited shall not apply.

- (i) Subject to the Laws a resolution in writing shall be as effective as if the same had been duly passed at a general meeting if:
 - (i) in the case of an ordinary resolution, it is signed by or on behalf of Members representing a simple majority of the total voting rights of Members eligible to vote on the resolution on the circulation date;
 - (ii) in the case of a special resolution, it is proposed as such and signed by or on behalf of Members representing not less than seventy five per cent of the total voting rights of Members eligible to vote on the resolution on the circulation date;
 - (iii) in the case of a resolution required by the Laws to be passed as a waiver resolution, it is proposed as such and signed by or on behalf of Members representing not less than ninety per cent of the total voting rights of Members eligible to vote on the resolution on the circulation date;
 - (iv) in the case of a resolution required by the Laws to be passed as a unanimous resolution, it is proposed as such and signed by or on behalf of all Members eligible to vote on the resolution on the circulation date.
- (j) Any prohibition or limitation in the Articles on paying dividends or issuing bonus shares otherwise than out of the profits of the Company, or declaring dividends or issuing bonus shares only to the extent justified by the profits of the Company, shall be of no effect. The payment of a dividend or the issue of bonus shares out of the Company's capital, share premium account or any capital reserve shall not be treated as a capital reduction for the purposes of the Articles.
- (k) All Members are deemed to have agreed to accept communication from the Company by electronic means (including via the Company's website) unless the Members notify the Company otherwise. Notice under this paragraph (l) must be in writing and signed by the Member and delivered to the Office or such other place as the Directors direct.
- (l) Any exemption from liability or indemnity contained in any provision of the Articles shall be deemed to be limited to the extent (and only to the extent) necessary to ensure its compliance with and validity under the Laws and, subject to that limitation, may be read as if it were lawful to the fullest extent permitted by the Laws.

 
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for and on behalf of
Northern Trust Fiduciary Services (Guernsey) Limited
As trustees of the Conversus Charitable Trust I

6/4/11
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Date

 
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for and on behalf of
Northern Trust Fiduciary Services (Guernsey) Limited
As trustees of the Conversus Charitable Trust II

6/4/11
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Date

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