

**UNANIMOUS WRITTEN CONSENT OF THE BOARD OF DIRECTORS  
OF  
OPPENHEIMER TRUST COMPANY**

The undersigned, constituting all of the members of the Board of Directors of Oppenheimer Trust Company, a New Jersey corporation (the "Corporation"), hereby consent, pursuant to the provisions of the Banking Act of 1948, to the following resolutions taking or authorizing the actions specified therein:

**RESOLVED**, that the individuals listed below be, and hereby are, appointed to the offices set forth opposite each person's name to serve, subject to the provisions of the By-Laws, until the election and qualification of his or her successor each as of the effective date listed next to their name;

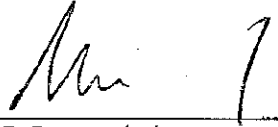
**FURTHER RESOLVED**, that the individuals filling the position listed below or their duly appointed designees are officers of the Corporation and are authorized on behalf of the Corporation to execute and therefore, to so bind the Corporation, such documents, contracts and commitments as will advance the interests of the Corporation:

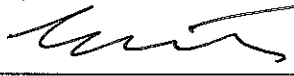
<u>Name</u>	<u>Office</u>	<u>Effective Date</u>
Theron Huntting Worth (Hunt Worth)	President	August 12, 2010
Janet Craig	Senior Vice President and Compliance Officer	August 23, 2010

**FURTHER RESOLVED**, that the proper officers of the Company be, and each hereby is authorized, empowered and directed to execute any and all other documents and to take any and such other and further actions as they may deem necessary or desirable to effectuate the intent and purposes of the foregoing resolutions.

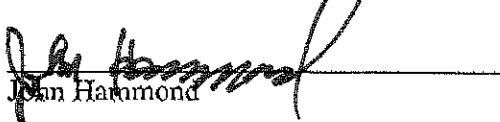
This consent may be signed in counterparts and shall be deemed effective when each director has executed a copy hereof.

DATED: As of July 25, 2011

  
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Albert G. Lowenthal

  
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Elaine K. Roberts

  
\_\_\_\_\_  
Dennis P. McNamara

  
\_\_\_\_\_  
Jean Hammond