

# EXHIBIT A

UNITED STATES DISTRICT COURT FOR THE Northern District of California,

ORACLE USA, Inc., et al,	)	
Plaintiffs,	)	
v.	)	Civil Action No. 07-CV-01658PJH(EDL)
	)	
SAP AG, et al,	)	
Defendants	)	

SUPERSEDEAS BOND

KNOW ALL BY THESE PRESENTS, That SAP America, Inc., as principal and on behalf of defendants SAP AG, SAP America, Inc., and TomorrowNow, Inc. (collectively, "Defendants"), and Continental Casualty Company and U.S. Specialty Insurance Company and American Contractors Indemnity Company and Travelers Casualty and Surety Company of America and XL Specialty Insurance Company and XL Reinsurance America, Inc. and Greenwich Insurance Company and Fidelity and Deposit Company of Maryland and Zurich American Insurance Company and Liberty Mutual Insurance Company, as sureties, (hereinafter collectively and individually called "Surety") are held and firmly bound unto Oracle International Corporation, its successors and assignees ("Oracle"), in the total aggregate sum of One Billion Three Hundred Twenty Five Million Thirty Three Thousand Five Hundred Forty Seven AND 00/100THS -----(\$1,325,033,547.00) DOLLARS, lawful money of the United States to be paid to Oracle for which payment well and truly to be made, we bind ourselves and our heirs, executors, administrators, successors and assigns, severally by these presents.

THE CONDITION OF THIS OBLIGATION IS SUCH THAT:

WHEREAS, judgment was entered on February 3, 2011 in favor of Oracle and against Defendants in the amount of \$1,314,751,797.00,

WHEREAS, Defendants filed post-judgment motions, and if denied, will appeal the judgment.

NOW, THEREFORE, the condition of this obligation is such that this obligation shall be void if Defendants prosecute their post-judgment motions and/or any subsequent appeals to the Ninth Circuit Court of Appeals and/or the United States Supreme Court and either (a) Defendants satisfy said judgment in full together with costs, interest and damages for delay if for any reason the motions are not granted and the appeal is dismissed or if the judgment is affirmed; or (b) Defendants satisfy in full such modification of the judgment and such costs, interest and damages as the United States District Court for the Northern District of California, the Ninth Circuit Court of Appeals and/or the United States Supreme Court may adjudge and award. Otherwise then this obligation shall remain in full force and effect.

PROVIDED, HOWEVER, THAT:

1. The maximum amount of liability for each Surety shall be limited to the following amounts:

Continental Casualty Company, a Illinois corporation, for One Hundred Fifty Million and 00/100 Dollars (\$150,000,000.00) - (.113) percent)

U.S. Specialty Insurance Company, a Texas corporation, for Forty Million and 00/100 Dollars (\$40,000,000.00) - (.03) percent

American Contractors Indemnity Company, a California corporation, for Five Million and 00/100 Dollars (\$5,000,000.00) - (.0037) percent

Travelers Casualty and Surety Company of America, a Connecticut corporation, for One Hundred Million and 00/100 Dollars (\$100,000,000.00) - (.0755) percent

XL Specialty Insurance Company, a Delaware corporation, for Fifteen Million and 00/100 Dollars (\$15,000,000.00) - (.0113) percent

XL Reinsurance America, Inc., a New York corporation, for One Hundred Fifty Five Million and 00/100 Dollars (\$155,000,000.00) - (.117) percent

Greenwich Insurance Company, a Delaware corporation, for Thirty Million and 00/100 Dollars (\$30,000,000.00) - (.023) percent

Fidelity and Deposit Company of Maryland, a Maryland corporation, for Ten Million and 00/100 Dollars (\$ 10,000,000.00) - (.0075) percent

Zurich American Insurance Company, a New York corporation, for Five Hundred Seventy Million Thirty Three Thousand Five Hundred Forty Seven and 00/100 Dollars (\$ 570,033,547.00) - (.43) percent

Liberty Mutual Insurance Company, a Massachusetts corporation, for Two Hundred Fifty Million and 00/100 Dollars (\$250,000,000.00) - (.189) percent

2. It is expressly provided that the obligation of the Surety shall be several and not joint, and no Surety shall be responsible in an amount greater than their respective maximum amount of liability set forth above in paragraph 1. Nor shall any Surety's liability be increased or affected hereunder in any way whatsoever as a result of the performance or non-performance by any other Surety of such other Surety's obligation under this Bond.

3. Any claim for payment by Oracle arising under this bond shall be allocated to the percentage of each Surety's limit of liability relative to the aggregate amount of this bond.

4. In no event shall the total obligation of the Surety hereunder exceed the amount herein stated, regardless of the number of years this bond is in force.

5. This Bond may be executed in any number of counterparts, and by the different parties hereto on separate counterparts, each of which counterpart shall be an original, but all of which shall together constitute one and the same instrument.

6. Pursuant to Rule 8(b) of the Federal Rules of Appellate Procedure and Rule 65.1 of the Federal Rules of Procedure, see Surety List above, each surety, submits itself to the jurisdiction of the District Court.

IT IS FURTHER AGREED by each Surety that it meets the qualification requirements of Civil L.R. 65.1-1(b) and that, in the event that the Surety defaults or refuses to obey any court order requiring payment, the Court may, upon notice to the Surety of not less than ten business days, proceed summarily and render judgment against the Surety in accordance with its obligation and award execution thereon.

SIGNED AND SEALED this 14<sup>th</sup> day of June, 2011.

Principal: SAP America, Inc.

By:  \_\_\_\_\_

**SURETY**

**BOND NUMBERS**

Continental Casualty Company

By:   
Wayne G. McVaugh, Attorney-in-Fact

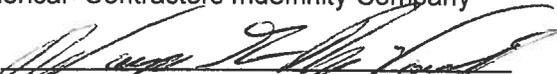
Bond Number: 929513010

U.S. Specialty Insurance Company

By:   
Wayne G. McVaugh, Attorney-in-Fact

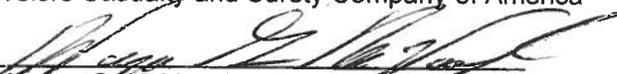
Bond Number: 1000831469

American Contractors Indemnity Company

By:   
Wayne G. McVaugh, Attorney-in-Fact

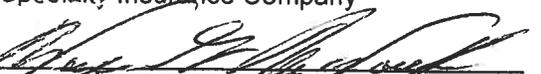
Bond Number: 1000831469  
(same as US Spec Ins Co)

Travelers Casualty and Surety Company of America

By:   
Wayne G. McVaugh, Attorney-in-Fact

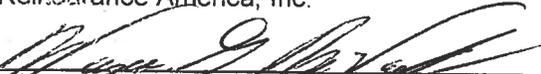
Bond Number: 105596398

XL Specialty Insurance Company

By:   
Wayne G. McVaugh, Attorney-in-Fact

Bond Number: SUR7401260

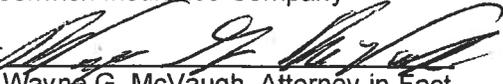
XL Reinsurance America, Inc.

By:   
Wayne G. McVaugh, Attorney-in-Fact

Bond Number: SUR7401260  
(same as XL Spec Ins Co.)

**SURETY**

Greenwich Insurance Company

By:   
Wayne G. McVaugh, Attorney-in-Fact

**BOND NUMBERS**

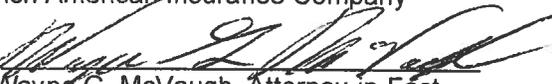
Bond Number: SUR7401260  
(same as XL Spec Ins Co.)

Fidelity and Deposit Company of Maryland

By:   
Wayne G. McVaugh, Attorney-in-Fact

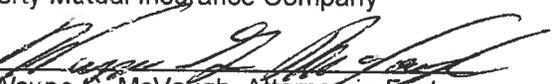
Bond Number: CGB09036098

Zurich American Insurance Company

By:   
Wayne G. McVaugh, Attorney-in-Fact

Bond Number: CGB09036098  
(same as F&D Co of MD)

Liberty Mutual Insurance Company

By:   
Wayne G. McVaugh, Attorney-in-Fact

Bond Number: 019032909

Written notice of claim on this surety bond shall be sent to the following:

Continental Casualty Company  
c/o CNA Surety Companies  
VP Surety Claims  
333 S. Wabash Ave, 41<sup>st</sup> Fl.  
Chicago, IL 60604

HCC Insurance Holdings Inc. – *(for us. Spec. Ins. Co. and Amer Contractors Indem Co.)*  
Surety Claims Dept.  
601 S. Figueroa, 16<sup>th</sup> Fl.  
Los Angeles, CA 90017

Travelers Casualty and Surety Company of America  
Commercial Surety Claims  
One Tower Square  
Hartford, CT 06183

Zurich Commercial Surety Bond Claims - *(for Fidelity & Deposit Co MD and Zurich Amer Ins Co)*  
Attn: Dennis Hayden  
1400 American Lane  
PO Box 968036  
Schaumburg, IL 60196

Surety Claim Dept.  
Liberty Mutual Surety  
450 Plymouth Rd, Suite 400  
Plymouth Meeting, PA 19462

XL Specialty Insurance Company – *(also for XL Reins Amer, Inc .and Greenwich Ins Co)*  
Attn: Surety Claim Dept.  
300 East Lombard St., Ste 1470  
Baltimore, MD 21202

POWER OF ATTORNEY APPOINTING INDIVIDUAL ATTORNEY-IN-FACT

Know All Men By These Presents, That Continental Casualty Company, an Illinois insurance company, National Fire Insurance Company of Hartford, an Illinois insurance company, and American Casualty Company of Reading, Pennsylvania, a Pennsylvania insurance company (herein called "the CNA Companies"), are duly organized and existing insurance companies having their principal offices in the City of Chicago, and State of Illinois, and that they do by virtue of the signatures and seals herein affixed hereby make, constitute and appoint

Richard G Dicciani, Darella White, Richard A Jacobus, Sandra E Bronson, Douglas R Wheeler, Wayne G Mc Vaugh, Megan M Fitzgibbon, Individually

of Philadelphia, PA, their true and lawful Attorney(s)-in-Fact with full power and authority hereby conferred to sign, seal and execute for and on their behalf bonds, undertakings and other obligatory instruments of similar nature

- In Unlimited Amounts -

and to bind them thereby as fully and to the same extent as if such instruments were signed by a duly authorized officer of their insurance companies and all the acts of said Attorney, pursuant to the authority hereby given is hereby ratified and confirmed.

This Power of Attorney is made and executed pursuant to and by authority of the By-Law and Resolutions, printed on the reverse hereof, duly adopted, as indicated, by the Boards of Directors of the insurance companies.

In Witness Whereof, the CNA Companies have caused these presents to be signed by their Senior Vice President and their corporate seals to be hereto affixed on this 23rd day of December, 2010.



Continental Casualty Company
National Fire Insurance Company of Hartford
American Casualty Company of Reading, Pennsylvania

Jacquelyne M. Belcastro
Senior Vice President

State of Illinois, County of Cook, ss:

On this 23rd day of December, 2010, before me personally came Jacquelyne M. Belcastro to me known, who, being by me duly sworn, did depose and say: that she resides in the City of Chicago, State of Illinois; that she is a Senior Vice President of Continental Casualty Company, an Illinois insurance company, National Fire Insurance Company of Hartford, an Illinois insurance company, and American Casualty Company of Reading, Pennsylvania, a Pennsylvania insurance company described in and which executed the above instrument; that she knows the seals of said insurance companies; that the seals affixed to the said instrument are such corporate seals; that they were so affixed pursuant to authority given by the Boards of Directors of said insurance companies and that she signed her name thereto pursuant to like authority, and acknowledges same to be the act and deed of said insurance companies.



My Commission Expires September 17, 2013

Eliza Price
Notary Public

CERTIFICATE

I, Mary A. Ribikawskis, Assistant Secretary of Continental Casualty Company, an Illinois insurance company, National Fire Insurance Company of Hartford, an Illinois insurance company, and American Casualty Company of Reading, Pennsylvania, a Pennsylvania insurance company do hereby certify that the Power of Attorney herein above set forth is still in force, and further certify that the By-Law and Resolution of the Board of Directors of the insurance companies printed on the reverse hereof is still in force. In testimony whereof I have hereunto subscribed my name and affixed the seal of the said insurance companies this 14th day of June, 2011.



Continental Casualty Company
National Fire Insurance Company of Hartford
American Casualty Company of Reading, Pennsylvania

Mary A. Ribikawskis
Assistant Secretary

## Authorizing By-Laws and Resolutions

ADOPTED BY THE BOARD OF DIRECTORS OF CONTINENTAL CASUALTY COMPANY:

This Power of Attorney is made and executed pursuant to and by authority of the following By-Law duly adopted by the Board of Directors of the Company.

### "Article IX—Execution of Documents

Section 3. Appointment of Attorney-in-fact. The Chairman of the Board of Directors, the President or any Executive, Senior or Group Vice President may, from time to time, appoint by written certificates attorneys-in-fact to act in behalf of the Company in the execution of policies of insurance, bonds, undertakings and other obligatory instruments of like nature. Such attorneys-in-fact, subject to the limitations set forth in their respective certificates of authority, shall have full power to bind the Company by their signature and execution of any such instruments and to attach the seal of the Company thereto. The Chairman of the Board of Directors, the President or any Executive, Senior or Group Vice President or the Board of Directors, may, at any time, revoke all power and authority previously given to any attorney-in-fact."

This Power of Attorney is signed and sealed by facsimile under and by the authority of the following Resolution adopted by the Board of Directors of the Company at a meeting duly called and held on the 17<sup>th</sup> day of February, 1993.

"Resolved, that the signature of the President or any Executive, Senior or Group Vice President and the seal of the Company may be affixed by facsimile on any power of attorney granted pursuant to Section 3 of Article IX of the By-Laws, and the signature of the Secretary or an Assistant Secretary and the seal of the Company may be affixed by facsimile to any certificate of any such power and any power or certificate bearing such facsimile signature and seal shall be valid and binding on the Company. Any such power so executed and sealed and certified by certificate so executed and sealed shall, with respect to any bond or undertaking to which it is attached, continue to be valid and binding on the Company."

ADOPTED BY THE BOARD OF DIRECTORS OF AMERICAN CASUALTY COMPANY OF READING, PENNSYLVANIA:

This Power of Attorney is made and executed pursuant to and by authority of the following By-Law duly adopted by the Board of Directors of the Company.

### "Article VI—Execution of Documents

Section 3 Appointment of Attorney-in-fact. The Chairman of the Board of Directors, the President or any Executive or Senior Vice President may, from time to time, appoint by written certificates attorneys-in-fact to act in behalf of the Company in the execution of policies of insurance, bonds, undertakings and other obligatory instruments of like nature. Such attorneys-in-fact, subject to the limitations set forth in their respective certificates of authority, shall have full power to bind the Company by their signature and execution of any such instruments and to attach the seal of the Company thereto. The President or any Executive, Senior Vice President or the Board of Directors may at any time revoke all power and authority previously given to any attorney-in-fact."

This Power of Attorney is signed and sealed by facsimile under and by the authority of the following Resolution adopted by the Board of Directors of the Company at a meeting duly called and held on the 17<sup>th</sup> day of February, 1993.

"Resolved, that the signature of the President or any Executive, Senior or Group Vice President and the seal of the Company may be affixed by facsimile on any power of attorney granted pursuant to Section 2 of Article VI of the By-Laws, and the signature of the Secretary or an Assistant Secretary and the seal of the Company may be affixed by facsimile to any certificate of any such power and any power or certificate bearing such facsimile signature and seal shall be valid and binding on the Company. Any such power so executed and sealed and certified by certificate so executed and sealed shall, with respect to any bond or undertaking to which it is attached, continue to be valid and binding on the Company."

ADOPTED BY THE BOARD OF DIRECTORS OF NATIONAL FIRE INSURANCE COMPANY OF HARTFORD:

This Power of Attorney is made and executed pursuant to and by authority of the following By-Law duly adopted by the Board of Directors of the Company.

### "Article VII—Execution of Documents

Section 3. Appointment of Attorney-in-Fact. The Chairman of the Board of Directors, the President or any Executive or Senior Vice President may, from time to time, appoint by written certificates attorneys-in-fact to act in behalf of the Company in the execution of policies of insurance, bonds, undertakings and other obligatory instruments of like nature. Such attorneys-in-fact, subject to the limitations set forth in their respective certificates of authority shall have full power to bind the Company by their signature and execution of any such instruments and to attach the seal of the Company thereto. The Chairman of the Board of Directors, the President or any Executive, Senior Vice President or the Board of Directors, may, at any time, revoke all power and authority previously given to any attorney-in-fact."

This Power of Attorney is signed and sealed by facsimile under and by the authority of the following Resolution adopted by the Board of Directors of the Company at a meeting duly called and held on the 17<sup>th</sup> day of February, 1993.

"RESOLVED: That the signature of the President, an Executive Vice President or any Senior or Group Vice President and the seal of the Insurance Company may be affixed by facsimile on any power of attorney granted pursuant to the Resolution adopted by this Board of Directors on February 17, 1993 and the signature of a Secretary or an Assistant Secretary and the seal of the Insurance Company may be affixed by facsimile to any certificate of any such power, and any power or certificate bearing such facsimile signature and seal shall be valid and binding on the Insurance Company. Any such power so executed and sealed and certified by certificate so executed and sealed, shall with respect to any bond or undertaking to which it is attached, continue to be valid and binding on the Insurance Company."

**CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT**

State of Pennsylvania

County of Philadelphia

Continental Casualty Company  
Bond #929513010  
ORACLE USA, Inc., et al v. SAP AG, et al  
Supersedeas Bond

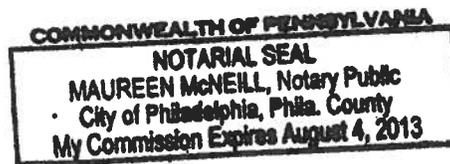
On June 14, 2011, before me, Maureen McNeill, Notary Public, personally appeared Wayne G. McVaugh who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their 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 Pennsylvania that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

(seal)

Signature Maureen McNeill  
Maureen McNeill, Notary Public



CALIFORNIA  
DEPARTMENT OF INSURANCE  
SAN FRANCISCO

Certificate of Authority

THIS IS TO CERTIFY, That, pursuant to the Insurance Code of the State of California,

CONTINENTAL CASUALTY COMPANY

of CHICAGO, ILLINOIS, organized under the laws of ILLINOIS, subject to its Articles of Incorporation or other fundamental organizational documents, is hereby authorized to transact within this State, subject to all provisions of this Certificate, the following classes of insurance: FIRE, MARINE, SURETY, DISABILITY, PLATE GLASS, LIABILITY, WORKMEN'S COMPENSATION, COMMON CARRIER LIABILITY, BOILER AND MACHINERY, BURGLARY, CREDIT, SPRINKLER, TEAM AND VEHICLE, AUTOMOBILE, AIRCRAFT, MISCELLANEOUS

as such classes are now or may hereafter be defined in the Insurance Laws of the State of California.

THIS CERTIFICATE is expressly conditioned upon the holder hereof now and hereafter being in full compliance with all, and not in violation of any, of the applicable laws and lawful requirements made under authority of the laws of the State of California as long as such laws or requirements are in effect and applicable, and as such laws and requirements now are, or may hereafter be changed or amended.

IN WITNESS WHEREOF, effective as of the 1ST day of JULY, 1956, I have hereunto set my hand and caused my official seal to be affixed this day of SEP 25 1956, 19...

*[Signature]*  
Insurance Commissioner

By

Deputy



**CONTINENTAL CASUALTY COMPANY**  
**Chicago, Illinois**  
**Statement of Net Admitted Assets and Liabilities**  
**December 31, 2010**

ASSETS

Bonds	\$ 28,179,505,737
Stocks	3,527,339,299
Cash and short-term investments	1,206,608,548
Uncollected premiums and agents' balances	442,898,522
Amounts recoverable from reinsurers	110,427,247
Funds held by or deposited with reinsured companies	1,164,198,741
Net deferred tax asset	992,383,048
Electronic data processing equipment and software	8,183,820
Investment income due and accrued	309,059,222
Other assets	3,654,853,749
<b>Total Assets</b>	<b><u>\$ 39,595,457,933</u></b>

LIABILITIES AND SURPLUS

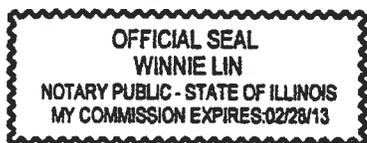
Losses	\$ 16,502,192,455
Loss adjustment expense	2,328,681,794
Contingent and other commissions payable	54,831,018
Other expense	929,155,827
Taxes, licenses and fees	137,836,474
Federal and foreign income taxes payable	7,744,980
Unearned premiums	9,501,145,624
Retroactive reinsurance reserve assumed	0
Other liabilities	312,673,348
<b>Total Liabilities</b>	<b><u>29,774,261,520</u></b>

Surplus Account:

Capital paid up	1,036,134,775	
Gross paid in and contributed surplus	5,657,112,191	
Unassigned funds	<u>3,127,949,447</u>	
Surplus as regards policyholders		<u>\$ 9,821,196,413</u>
<b>Total Liabilities and Capital</b>		<b><u>\$ 39,595,457,933</u></b>

State of Illinois )  
) ss  
County of Cook)

I, Amy M. Smith, Assistant Vice President of Continental Casualty Company hereby certify that the above is an exact copy of the financial statement of the Company dated December 31, 2010, as filed with the various Insurance Departments and is a true and correct statement of the condition of Continental Casualty Company as of that date.



Continental Casualty Company

By Amy M. Smith  
Assistant Vice President

Subscribed and sworn to me this 30th day of March, 2011.

My commission expires:

WINNIE LIN  
My Commission Expires 02-28-2013

[Signature]  
Notary Public

**POWER OF ATTORNEY**

(To be used with bonds issued on behalf of U. S. SPECIALTY INSURANCE COMPANY)

**Know All Men by These Presents** That, U.S. SPECIALTY INSURANCE COMPANY (the "Company"), a corporation duly organized and existing under the laws of the State of Texas, and having its principal office in Houston, Harris County, Texas, does by these presents make, constitute and appoint

Colleen A. Locher, Darella E. White, Dennis C. Lausier, Douglas R. Wheeler, Elizabeth Marrero, Maureen McNeill, Rosemarie Caponi, Sandra E. Bronson, Wayne G. McVaugh, Marisa Homme Thielen or Richard A. Jacobus of Philadelphia, Pennsylvania

its true and lawful Attorney(s)-in-fact, with full power and authority hereby conferred in its name, place and stead, to execute, acknowledge and deliver any and all bonds, recognizances, undertakings or other instruments or contracts of suretyship to include riders, amendments, and consents of surety, providing the bond penalty does not exceed \*\*\*\*\*Seventy-Five Million\*\*\*\*\* Dollars (\$ ~~75,000,000.00~~ ) and to bind the Company thereby as fully and to the same extent as if such bonds were signed by the President, sealed with the corporate seal of the Company and duly attested by its Secretary, hereby ratifying and confirming all that the said Attorney-in-Fact may do in the premises. Said appointment is made under and by authority of the following resolutions of the Board of Directors of the U. S. Specialty Insurance Company.

Be it Resolved, that the President, any Vice-President, any Assistant Vice-President, any Secretary or any Assistant Secretary shall be and is hereby vested with full power and authority to appoint any one or more suitable persons as Attorney(s)-in-Fact to represent and act for and on behalf of the Company subject to the following provisions:

Attorney-in-Fact may be given full power and authority for and in the name of and on behalf of the Company, to execute, acknowledge and deliver, any and all bonds, recognizances, contracts, agreements or indemnity and other conditional or obligatory undertakings and any and all notices and documents canceling or terminating the Company's liability thereunder, and any such instruments so executed by any such Attorney-in-Fact shall be binding upon the Company as if signed by the President and sealed and effected by the Corporate Secretary.

Be it Resolved, that the signature of any authorized officer and seal of the Company heretofore or hereafter affixed to any power of attorney or any certificate relating thereto by facsimile, and any power of attorney or certificate bearing facsimile signature or facsimile seal shall be valid and binding upon the Company with respect to any bond or undertaking to which it is attached. (Adopted by unanimous written consent in lieu of meeting on July 7, 2003.)

In Witness Whereof, U. S. SPECIALTY INSURANCE COMPANY has caused these presents to be signed by its Vice President, and its corporate seal to be hereto affixed this 2nd day of January, 2008.

Corporate Seal



U.S. SPECIALTY INSURANCE COMPANY

By

*Adam S. Pessin*

Adam S. Pessin, Vice President

State of California

County of Los Angeles ss:

On this 2nd day of January, 2008, before me, Deborah Reese, a notary public, personally appeared Adam S. Pessin, Vice President of U.S. Specialty Insurance Company, 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

*Deborah Reese*

(Seal)



I, Jeannie Kim, Assistant Secretary of U. S. SPECIALTY INSURANCE COMPANY, do hereby certify that the above and foregoing is a true and correct copy of a Power of Attorney, executed by said Company, which is still in full force and effect; furthermore, the resolutions of the Board of Directors, set out in the Power of Attorney are in full force and effect.

In Witness Whereof, I have hereunto set my hand and affixed the seal of said Company at Los Angeles, California this 14<sup>th</sup> day of June, 2011.

Corporate Seal



*Jeannie Kim*

Jeannie Kim, Assistant Secretary

Bond No.

1000831469

Agency No. 16406

To inquire about this bond, please write to us at surety-bond-inquiry@hcc.com

**CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT**

State of Pennsylvania

County of Philadelphia

U.S. Specialty Insurance Company  
Bond #1000831469  
ORACLE USA, Inc., et al v. SAP AG, et al  
Supersedeas Bond

On June 14, 2011, before me, Maureen McNeill, Notary Public, personally appeared Wayne G. McVaugh 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 Pennsylvania that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

(seal)

Signature Maureen McNeill  
Maureen McNeill, Notary Public

COMMONWEALTH OF PENNSYLVANIA  
NOTARIAL SEAL  
MAUREEN McNEILL, Notary Public  
City of Philadelphia, Phila. County  
My Commission Expires August 4, 2013

STATE OF CALIFORNIA  
DEPARTMENT OF INSURANCE  
SAN FRANCISCO

Amended  
Certificate of Authority

THIS IS TO CERTIFY, That, pursuant to the Insurance Code of the State of California,

*U. S. Specialty Insurance Company*

*of Houston, Texas, organized under the laws of Texas, subject to its Articles of Incorporation or other fundamental organizational documents, is hereby authorized to transact within this State, subject to all provisions of this Certificate, the following classes of insurance:*

**Fire, Marine, Surety, Disability, Liability, Workers' Compensation,  
Aircraft, and Miscellaneous**

*as such classes are now or may hereafter be defined in the Insurance Laws of the State of California.*

*THIS CERTIFICATE is expressly conditioned upon the holder hereof now and hereafter being in full compliance with all, and not in violation of any, of the applicable laws and lawful requirements made under authority of the laws of the State of California as long as such laws or requirements are in effect and applicable, and as such laws and requirements now are, or may hereafter be changed or amended.*

IN WITNESS WHEREOF, *effective as of the 29th day of December, 2004, I*  
*have hereunto set my hand and caused my official seal to be affixed*  
*this 29th day of December, 2004.*

Fee \$117.00

John Garamendi  
Insurance Commissioner

Rec. No.

Filed 4/12/04

By

Victoria S. Sidbury  
for Ida Zadrow  
Asst. Chief Deputy

*Certification*

*I, the undersigned Insurance Commissioner of the State of California, do hereby certify that I have compared the above copy of Certificate of Authority with the duplicate of original now on file in my office, and that the same is a full, true, and correct transcript thereof, and of the whole of said duplicate, and said Certificate of Authority is now in full force and effect.*

IN WITNESS WHEREOF, *I have hereunto set my hand and caused my*  
*official seal to be affixed this 14th day of March, 2007.*

Steve Poizner  
Insurance Commissioner

By *Pauline D'Andrea*  
Pauline D'Andrea

**U.S. SPECIALTY INSURANCE COMPANY**  
**STATUTORY STATEMENT OF ADMITTED ASSETS,**  
**LIABILITIES, CAPITAL AND SURPLUS (1)**  
 December 31, 2010

**Admitted Assets**

Investments:  
 Fixed Maturities, at amortized cost  
 Cash and short term investments  
*Total cash and invested assets:*

1,486,726,318  
 92,740,113  
1,579,466,431

Accrued interest income  
 Premium receivable  
 Recoverable from reinsurers  
 Net deferred tax asset  
 Furniture and equipment  
 Receivable from parent, subsidiaries and affiliates

17,877,826  
 84,212,868  
 24,689,562  
 39,959,829  
 89,775  
 356,016

*Total admitted assets*

167,195,876  
1,746,662,307

(1) - In accordance with the statutory financial statements as filed on March 1, 2011.

**Liabilities and Capital and Surplus**

Liabilities:  
 Unpaid loss and loss adjustment expense  
 Accrued expenses  
 Taxes, licenses, and fees  
 Federal taxes  
 Unearned premiums  
 Ceded reinsurance balance payable  
 Funds held under reinsurance treaties  
 Amounts withheld or retained for others  
 Provision for reinsurance  
 Payable to parent, subsidiaries and affiliates  
 Payable for securities

*Total liabilities*

793,062,938  
 6,003,726  
 1,637,072  
 5,094,408  
 282,421,729  
 44,573,032  
 16,064,879  
 53,244,740  
 3,319,168  
 628,456  
 9,888,334  
1,215,938,482

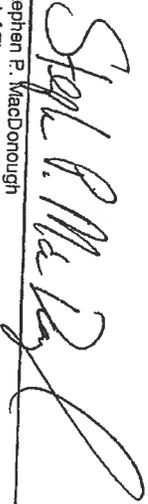
Capital and Surplus:  
 Surplus from admitted adjusted gross DTA under SSAP 10, paragraph 10e  
 Capital Stock  
 Additional paid-in and contributed capital  
 Unassigned surplus

*Total liabilities and capital and surplus*

9,695,713  
 4,000,000  
 187,239,656  
 329,788,456  
 530,723,825  
1,746,662,307

I, Stephen P. MacDonough, Chief Financial Officer of U.S. Specialty Insurance Company, hereby certify that to the best of my knowledge and belief, the foregoing is a full and true Statutory Statement of Admitted Assets, Liabilities and Capital and Surplus of the Company as of December 31, 2010, prepared in conformity with accounting practices prescribed or permitted by the Texas Department of Insurance. The foregoing statement should not be taken as a complete statement of financial condition of the Company. Such a statement is available upon written request at the Company's home office located at 13403 Northwest Freeway, Houston, Texas 77040.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Corporation at Houston, Texas.

  
 Stephen P. MacDonough  
 Chief Financial Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS:

That American Contractors Indemnity Company of the State of California, a California corporation, does hereby appoint

Wayne G. McVaugh of Philadelphia, Pennsylvania

its true and lawful Attorney-in-Fact, with full authority to execute on its behalf bonds, undertakings, recognizances and other contracts of indemnity and writings obligatory in the nature thereof, issued in the course of its business and to bind the Company thereby, in an amount not to exceed \*\*\*\*\*Seventy-Five Million\*\*\*\*\* Dollars ( \$ \*\*\*\*\*75,000,000.00\*\*\*\*\* ).

This Power of Attorney shall expire without further action on March 18, 2015.

This Power of Attorney is granted and is signed and sealed by facsimile under and by the authority of the following resolutions adopted by the Board of Directors of AMERICAN CONTRACTORS INDEMNITY COMPANY at a meeting duly called and held on the 6<sup>th</sup> day of December, 1990.

"RESOLVED that the Chief Executive Officer, President or any Vice President, Executive Vice President, Secretary or Assistant Secretary, shall have the power and authority

- 1. To appoint Attorney(s)-in-fact and to authorize them to execute on behalf of the Company, and attach the seal of the Company thereto, bonds, and undertakings, contracts of indemnity and other writings obligatory in the nature thereof and,
2. To remove, at any time, any such Attorney-in-fact and revoke the authority given.

RESOLVED FURTHER, that the signatures of such officers and the seal of the Company may be affixed to any such power of attorney or any certificate relating thereto by facsimile, and any such power of attorney or certificate bearing facsimile signatures or facsimile seal shall be valid and binding upon the Company and any such power so executed and certified by facsimile signatures and facsimile seal shall be valid and binding upon the Company in the future with respect to any bond or undertaking to which it is attached.

IN WITNESS WHEREOF, American Contractors Indemnity Company has caused its seal to be affixed hereto and executed by its President on this 21<sup>st</sup> day of April, 2011.

State of California
County of Los Angeles SS:



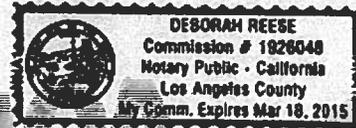
AMERICAN CONTRACTORS INDEMNITY COMPANY

By: Adam S. Pessin, President

On this 21<sup>st</sup> day of April, 2011, before me, Deborah Reese, a notary public, personally appeared Adam S. Pessin, President of American Contractors Indemnity Company, who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument. I certify under PENALTY OF PERJURY under the laws of the State of CALIFORNIA that the foregoing paragraphs are true and correct.

WITNESS my hand and official seal.

Signature Deborah reese (seal)



I, Jeannie J. Kim, Corporate Secretary of American Contractors Indemnity Company, do hereby certify that the Power of Attorney and the resolution adopted by the Board of Directors of said Company as set forth above, are true and correct transcripts thereof and that neither the said Power of Attorney nor the resolution have been revoked and they are now in full force and effect.

IN WITNESS HEREOF, I have hereunto set my hand this 14<sup>th</sup> day of June, 2011

Bond No. 1000831469
Agency No. 16406



Jeannie J. Kim, Corporate Secretary

To inquire about this bond, please write to us at surety-bond-inquiry@hcc.com

**CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT**

State of Pennsylvania

County of Philadelphia

American Contractors Indemnity Company  
Bond #1000831469  
(same as US Spec Ins Co)  
ORACLE USA, Inc., et al v. SAP AG, et al  
Supersedeas Bond

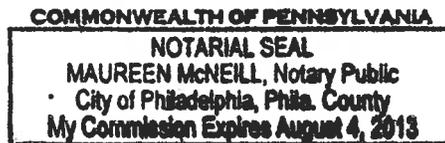
On June 14, 2011, before me, Maureen McNeill, Notary Public, personally appeared Wayne G. McVaugh who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their 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 Pennsylvania that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

(seal)

Signature Maureen McNeill  
Maureen McNeill, Notary Public



STATE OF CALIFORNIA  
DEPARTMENT OF INSURANCE  
SAN FRANCISCO

Certificate of Authority

THIS IS TO CERTIFY, That, pursuant to the Insurance Code of the State of California,

*American Contractors Indemnity Company*

*of Los Angeles, California, organized under the laws of California, subject to its Articles of Incorporation or other fundamental organizational documents, is hereby authorized to transact within this State, subject to all provisions of this Certificate, the following classes of insurance:*

**Surety**

*as such classes are now or may hereafter be defined in the Insurance Laws of the State of California.*

THIS CERTIFICATE is expressly conditioned upon the holder hereof now and hereafter being in full compliance with all, and not in violation of any, of the applicable laws and lawful requirements made under authority of the laws of the State of California as long as such laws or requirements are in effect and applicable, and as such laws and requirements now are, or may hereafter be changed or amended.

IN WITNESS WHEREOF, effective as of the 23rd day of May, 1994, I have hereunto set my hand and caused my official seal to be affixed this 24th day of December, 2005.

Fee \$2,361.00

John Garamendi  
Insurance Commissioner

Rec. No. 578370

Filed 10/04/90

By

Victoria S. Sidbury  
Deputy

**Certification**

*I, the undersigned Insurance Commissioner of the State of California, do hereby certify that I have compared the above copy of Certificate of Authority with the duplicate of original now on file in my office, and that the same is a full, true, and correct transcript thereof, and of the whole of said duplicate, and said Certificate of Authority is now in full force and effect.*

IN WITNESS WHEREOF, I have hereunto set my hand and caused my official seal to be affixed this 13th day of December, 2006.

John Garamendi  
Insurance Commissioner

By  
*Pauline D'Andrea*  
Pauline D'Andrea





POWER OF ATTORNEY

Farmington Casualty Company
Fidelity and Guaranty Insurance Company
Fidelity and Guaranty Insurance Underwriters, Inc.
St. Paul Fire and Marine Insurance Company
St. Paul Guardian Insurance Company

St. Paul Mercury Insurance Company
Travelers Casualty and Surety Company
Travelers Casualty and Surety Company of America
United States Fidelity and Guaranty Company

Attorney-In Fact No. 222635

Certificate No. 004170298

KNOW ALL MEN BY THESE PRESENTS: That St. Paul Fire and Marine Insurance Company, St. Paul Guardian Insurance Company and St. Paul Mercury Insurance Company are corporations duly organized under the laws of the State of Minnesota, that Farmington Casualty Company, Travelers Casualty and Surety Company, and Travelers Casualty and Surety Company of America are corporations duly organized under the laws of the State of Connecticut, that United States Fidelity and Guaranty Company is a corporation duly organized under the laws of the State of Maryland, that Fidelity and Guaranty Insurance Company is a corporation duly organized under the laws of the State of Iowa, and that Fidelity and Guaranty Insurance Underwriters, Inc., is a corporation duly organized under the laws of the State of Wisconsin (herein collectively called the "Companies"), and that the Companies do hereby make, constitute and appoint

Darella White, Richard G. Dicciani, Richard A. Jacobus, Mary C. O'Leary, Douglas R. Wheeler, Maureen McNeill, Wayne G. McVaugh, Rosemarie Caponi, Elizabeth Marrero, and Sandra E. Bronson

of the City of Philadelphia, State of Pennsylvania, their true and lawful Attorney(s)-in-Fact, each in their separate capacity if more than one is named above, to sign, execute, seal and acknowledge any and all bonds, recognizances, conditional undertakings and other writings obligatory in the nature thereof on behalf of the Companies in their business of guaranteeing the fidelity of persons, guaranteeing the performance of contracts and executing or guaranteeing bonds and undertakings required or permitted in any actions or proceedings allowed by law.

IN WITNESS WHEREOF, the Companies have caused this instrument to be signed and their corporate seals to be hereto affixed, this 18th day of April, 2011.

Farmington Casualty Company
Fidelity and Guaranty Insurance Company
Fidelity and Guaranty Insurance Underwriters, Inc.
St. Paul Fire and Marine Insurance Company
St. Paul Guardian Insurance Company

St. Paul Mercury Insurance Company
Travelers Casualty and Surety Company
Travelers Casualty and Surety Company of America
United States Fidelity and Guaranty Company



State of Connecticut
City of Hartford ss.

By: [Signature]
George W. Thompson, Senior Vice President

On this the 18th day of April, 2011, before me personally appeared George W. Thompson, who acknowledged himself to be the Senior Vice President of Farmington Casualty Company, Fidelity and Guaranty Insurance Company, Fidelity and Guaranty Insurance Underwriters, Inc., St. Paul Fire and Marine Insurance Company, St. Paul Guardian Insurance Company, St. Paul Mercury Insurance Company, Travelers Casualty and Surety Company of America, and United States Fidelity and Guaranty Company, and that he, as such, being authorized so to do, executed the foregoing instrument for the purposes therein contained by signing on behalf of the corporations by himself as a duly authorized officer.

In Witness Whereof, I hereunto set my hand and official seal.
My Commission expires the 30th day of June, 2011.



[Signature]
Marie C. Tetreault, Notary Public

This Power of Attorney is granted under and by the authority of the following resolutions adopted by the Boards of Directors of Farmington Casualty Company, Fidelity and Guaranty Insurance Company, Fidelity and Guaranty Insurance Underwriters, Inc., St. Paul Fire and Marine Insurance Company, St. Paul Guardian Insurance Company, St. Paul Mercury Insurance Company, Travelers Casualty and Surety Company, Travelers Casualty and Surety Company of America, and United States Fidelity and Guaranty Company, which resolutions are now in full force and effect, reading as follows:

**RESOLVED**, that the Chairman, the President, any Vice Chairman, any Executive Vice President, any Senior Vice President, any Vice President, any Second Vice President, the Treasurer, any Assistant Treasurer, the Corporate Secretary or any Assistant Secretary may appoint Attorneys-in-Fact and Agents to act for and on behalf of the Company and may give such appointee such authority as his or her certificate of authority may prescribe to sign with the Company's name and seal with the Company's seal bonds, recognizances, contracts of indemnity, and other writings obligatory in the nature of a bond, recognizance, or conditional undertaking, and any of said officers or the Board of Directors at any time may remove any such appointee and revoke the power given him or her; and it is

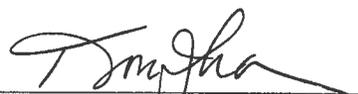
**FURTHER RESOLVED**, that the Chairman, the President, any Vice Chairman, any Executive Vice President, any Senior Vice President or any Vice President may delegate all or any part of the foregoing authority to one or more officers or employees of this Company, provided that each such delegation is in writing and a copy thereof is filed in the office of the Secretary; and it is

**FURTHER RESOLVED**, that any bond, recognizance, contract of indemnity, or writing obligatory in the nature of a bond, recognizance, or conditional undertaking shall be valid and binding upon the Company when (a) signed by the President, any Vice Chairman, any Executive Vice President, any Senior Vice President or any Vice President, any Second Vice President, the Treasurer, any Assistant Treasurer, the Corporate Secretary or any Assistant Secretary and duly attested and sealed with the Company's seal by a Secretary or Assistant Secretary; or (b) duly executed (under seal, if required) by one or more Attorneys-in-Fact and Agents pursuant to the power prescribed in his or her certificate or their certificates of authority or by one or more Company officers pursuant to a written delegation of authority; and it is

**FURTHER RESOLVED**, that the signature of each of the following officers: President, any Executive Vice President, any Senior Vice President, any Vice President, any Assistant Vice President, any Secretary, any Assistant Secretary, and the seal of the Company may be affixed by facsimile to any Power of Attorney or to any certificate relating thereto appointing Resident Vice Presidents, Resident Assistant Secretaries or Attorneys-in-Fact for purposes only of executing and attesting bonds and undertakings and other writings obligatory in the nature thereof, and any such Power of Attorney or certificate bearing such facsimile signature or facsimile seal shall be valid and binding upon the Company and any such power so executed and certified by such facsimile signature and facsimile seal shall be valid and binding on the Company in the future with respect to any bond or understanding to which it is attached.

I, Kori M. Johanson, the undersigned, Assistant Secretary, of Farmington Casualty Company, Fidelity and Guaranty Insurance Company, Fidelity and Guaranty Insurance Underwriters, Inc., St. Paul Fire and Marine Insurance Company, St. Paul Guardian Insurance Company, St. Paul Mercury Insurance Company, Travelers Casualty and Surety Company, Travelers Casualty and Surety Company of America, and United States Fidelity and Guaranty Company do hereby certify that the above and foregoing is a true and correct copy of the Power of Attorney executed by said Companies, which is in full force and effect and has not been revoked.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seals of said Companies this 14<sup>th</sup> day of June, 20 11.

  
Kori M. Johanson, Assistant Secretary



To verify the authenticity of this Power of Attorney, call 1-800-421-3880 or contact us at [www.travelersbond.com](http://www.travelersbond.com). Please refer to the Attorney-In-Fact number, the above-named individuals and the details of the bond to which the power is attached.

**CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT**

State of Pennsylvania

County of Philadelphia

Travelers Casualty and Surety Company of America  
Bond #105596398  
ORACLE USA, Inc., et al v. SAP AG, et al  
Supersedeas Bond

On June 14, 2011, before me, Maureen McNeill, Notary Public, personally appeared Wayne G. McVaugh 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 Pennsylvania that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

(seal) Signature Maureen McNeill  
Maureen McNeill, Notary Public

COMMONWEALTH OF PENNSYLVANIA  
NOTARIAL SEAL  
MAUREEN McNEILL, Notary Public  
City of Philadelphia, Phila. County  
My Commission Expires August 4, 2013

STATE OF CALIFORNIA  
DEPARTMENT OF INSURANCE  
SAN FRANCISCO

Amended  
Certificate of Authority

THIS IS TO CERTIFY, That, pursuant to the Insurance Code of the State of California,

*Travelers Casualty and Surety Company of America*

*of Hartford, Connecticut, organized under the laws of Connecticut, subject to its Articles of Incorporation or other fundamental organizational documents, is hereby authorized to transact within this State, subject to all provisions of this Certificate, the following classes of insurance:*

**Fire, Marine, Surety, Disability, Plate Glass, Liability, Workers' Compensation,  
Common Carrier Liability, Boiler and Machinery, Burglary, Credit, Sprinkler,  
Tern and Vehicle, Automobile, Aircraft, and Miscellaneous**

*as such classes are now or may hereafter be defined in the Insurance Laws of the State of California.*

THIS CERTIFICATE is expressly conditioned upon the holder hereof now and hereafter being in full compliance with all, and not in violation of any, of the applicable laws and lawful requirements made under authority of the laws of the State of California as long as such laws or requirements are in effect and applicable, and as such laws and requirements now are, or may hereafter be changed or amended.

IN WITNESS WHEREOF, effective as of the 1st day of July, 1997, I have hereunto set my hand and caused my official seal to be affixed this 16th day of June, 1997.

Fee 592.00

Chuck Quackenbush  
Insurance Commissioner

Rec. No.

Filed 5/28/97

By

Victoria S. Sidbury  
Deputy

Certification

I, the undersigned Insurance Commissioner of the State of California, do hereby certify that I have compared the above copy of Certificate of Authority with the duplicate of original now on file in my office, and that the same is a full, true, and correct transcript thereof, and of the whole of said duplicate, and said Certificate of Authority is now in full force and effect.

IN WITNESS WHEREOF, I have hereunto set my hand and caused my official seal to be affixed this 31st day of December, 2007.

Steve Polzner  
Insurance Commissioner

By Pauline D'Andrea  
Pauline D'Andrea

TRAVELERS CASUALTY AND SURETY COMPANY OF AMERICA

HARTFORD, CONNECTICUT 06183

FINANCIAL STATEMENT AS OF DECEMBER 31, 2010

CAPITAL STOCK \$ 6,480,000

ASSETS		LIABILITIES & SURPLUS	
CASH AND INVESTED CASH	\$ 40,788,176	UNEARNED PREMIUMS	\$ 813,054,287
BONDS	3,817,487,280	LOSSES	920,220,402
INVESTMENT INCOME DUE AND ACCRUED	63,809,217	REINSURANCE PAYABLE ON PAID LOSSES / LOSS ADJ. EXPENSES	2,528,742
PREMIUM BALANCES	179,028,702	LOSS ADJUSTMENT EXPENSES	477,495,945
NET DEFERRED TAX ASSET	57,789,379	COMMISSIONS	31,987,828
REINSURANCE RECOVERABLE	28,980,685	TAXES, LICENSES AND FEES	53,079,680
RECEIVABLES FROM PARENT, SUBSIDIARIES AND AFFILIATES	34,025,000	OTHER EXPENSES	34,523,822
SECURITIES LENDING REINVESTED COLLATERAL ASSETS	11,844,000	FUNDS HELD UNDER REINSURANCE TREATIES	96,187,983
UNDISTRIBUTED PAYMENTS	4,807,656	CURRENT FEDERAL AND FOREIGN INCOME TAXES	3,820,837
OTHER ASSETS	513,768	REMITTANCES AND ITEMS NOT ALLOCATED	9,428,732
		AMOUNTS WITHHELD / RETAINED BY COMPANY FOR OTHERS	25,591,395
		RETROACTIVE REINSURANCE RESERVE ASSUMED	3,289,979
		POLICYHOLDER DIVIDENDS	7,479,605
		PROVISION FOR REINSURANCE	5,357,827
		PAYABLE FOR SECURITIES LENDING	11,844,000
		CEDED REINSURANCE NET PREMIUMS PAYABLE	(80,388,527)
		OTHER ACCRUED EXPENSES AND LIABILITIES	1,053,975
		TOTAL LIABILITIES	\$ 2,436,034,011
		CAPITAL STOCK	\$ 6,480,000
		PAID IN SURPLUS	433,803,780
		OTHER SURPLUS	1,381,840,752
		TOTAL SURPLUS TO POLICYHOLDERS	\$ 1,802,224,512
TOTAL ASSETS	\$ 4,238,258,523	TOTAL LIABILITIES & SURPLUS	\$ 4,238,258,523

STATE OF CONNECTICUT )  
 COUNTY OF HARTFORD ) SS.  
 CITY OF HARTFORD )

MICHAEL J. DOODY, BEING DULY SWORN, SAYS THAT HE IS SECOND VICE PRESIDENT, OF TRAVELERS CASUALTY AND SURETY COMPANY OF AMERICA, AND THAT TO THE BEST OF HIS KNOWLEDGE AND BELIEF, THE FOREGOING IS A TRUE AND CORRECT STATEMENT OF THE FINANCIAL CONDITION OF SAID COMPANY AS OF THE 31ST DAY OF DECEMBER, 2010.

*Michael J. Doody*  
 SECOND VICE PRESIDENT

SUBSCRIBED AND SWORN TO BEFORE ME THIS  
 15TH DAY OF APRIL, 2011

*Susan M. Weissleder*  
 NOTARY PUBLIC

SUSAN M. WEISSLEDER  
 Notary Public  
 My Commission Expires November 30, 2012





Power of Attorney  
 XL Specialty Insurance Company  
 Greenwich Insurance Company  
 XL Reinsurance America Inc.

THIS IS NOT A BOND NUMBER  
 UNLIMITED POWER OF ATTORNEY  
 XL 131874

KNOW ALL MEN BY THESE PRESENTS: That XL Specialty Insurance Company, Greenwich Insurance Company, Delaware insurance companies with offices located at 505 Eagleview Blvd., Exton, PA 19341, and XL Reinsurance America Inc., a New York insurance company with offices located at 70 Seaview Avenue, Stamford, CT 06902, do hereby nominate, constitute, and appoint:

*Rosemarie Caponi, Colleen A. Locher, Elizabeth Marrero, Maureen McNeill, Wayne G. McVaugh, Darella E. White*

each its true and lawful Attorney(s)-in-fact to make, execute, attest, seal and deliver for and on its behalf, as surety, and as its act and deed, where required, any and all bonds and undertakings in the nature thereof, for the penal sum of no one of which is in any event to exceed \$UNLIMITED.00.

Such bonds and undertakings, when duly executed by the aforesaid Attorney (s) - in - Fact shall be binding upon each said Company as fully and to the same extent as if such bonds and undertakings were signed by the President and Secretary of the Company and sealed with its corporate seal.

The Power of Attorney is granted and is signed by facsimile under and by the authority of the following Resolutions adopted by the Board of Directors of each of the Companies on the 15th day of March 2011.

RESOLVED, that Gary Kaplan, David Hewett, William Mills, Gregory Boal and Kevin Mirsch are hereby appointed by the Board as authorized to make, execute, seal and deliver for and on behalf of the Company, any and all bonds, undertakings, contracts or obligations in surety or co-surety with others and that the Secretary or any Assistant Secretary of the Company be and that each of them hereby is authorized to attest the execution of any such bonds, undertakings, contracts or obligations in surety or co-surety and attach thereto the corporate seal of the Company.

RESOLVED, FURTHER, that Gary Kaplan, David Hewett, William Mills, Gregory Boal and Kevin Mirsch each is hereby authorized to execute powers of attorney qualifying the attorney named in the given power of attorney to execute, on behalf of the Company, bonds and undertakings in surety or co-surety with others, and that the Secretary or any Assistant Secretary of the Company be, and that each of them is hereby authorized to attest the execution of any such power of attorney, and to attach thereto the corporate seal of the Company.

RESOLVED, FURTHER, that the signature of such officers named in the preceding resolutions and the corporate seal of the Company may be affixed to such powers of attorney or to any certificate relating thereto by facsimile, and any such power of attorney or certificate bearing such facsimile signatures or facsimile seal shall be thereafter valid and binding upon the Company with respect to any bond, undertaking, contract or obligation in surety or co-surety with others to which it is attached.

IN WITNESS WHEREOF, the XL SPECIALTY INSURANCE COMPANY has caused its corporate seal to be hereunto affixed, and these presents to be signed by its duly authorized officers this May 4th, 2011.



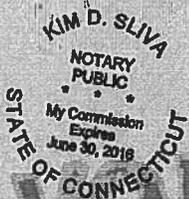
XL SPECIALTY INSURANCE COMPANY  
 GREENWICH INSURANCE COMPANY

by: *David S. Hewett*  
 SENIOR VICE PRESIDENT

Attest: *Toni Ann Perkins*  
 SECRETARY

STATE OF CONNECTICUT  
 COUNTY OF FAIRFIELD

On this 4th day of May, 2011, before me personally came David S. Hewett to me known, who, being duly sworn, did depose and say: that he is Senior Vice President of XL SPECIALTY INSURANCE COMPANY and GREENWICH INSURANCE COMPANY, described in and which executed the above instrument; that he knows the seals of said Companies; that the seals affixed to the aforesaid instrument is such corporate seals and were affixed thereto by order and authority of the Boards of Directors of said Companies; and that he executed the said instrument by like order.



*Kim D. Sliva*  
 NOTARY PUBLIC

STATE OF CONNECTICUT  
COUNTY OF FAIRFIELD

I, Toni Ann Perkins, Secretary of the XL SPECIALTY INSURANCE COMPANY a corporation of the State of Delaware, do hereby certify that the above and forgoing is a full, true and correct copy of Power of Attorney issued by said Company, and that I have compared same with the original and that it is a correct transcript therefrom and of the whole of the original and that the said Power of Attorney is still in

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Corporation, at the City of Hartford, this 17<sup>th</sup> day of June 2011.



*Toni Ann Perkins*  
SECRETARY

IN WITNESS WHEREOF, XL REINSURANCE AMERICA INC. has caused its corporate seal to be hereunto affixed, and these presents to be signed by its duly authorized officers this 4th day of May, 2011.



XL REINSURANCE AMERICA INC.

by: *John P. Welch*  
SENIOR VICE PRESIDENT

Attest: *Toni Ann Perkins*  
SECRETARY

STATE OF CONNECTICUT  
COUNTY OF FAIRFIELD

On this 4th day of May, 2011, before me personally came John P. Welch to me known, who, being duly sworn, did depose and say: that he is President & CEO of XL REINSURANCE AMERICA INC., described in which executed the above instrument; that he knows the seal of said Corporation; that the seal affixed to the aforesaid instrument is such corporate seal and was affixed thereto by order and authority of the Board of Directors of said Corporation, and that he executed the said instrument by like order.



*Kim D. Sliva*  
NOTARY PUBLIC

STATE OF CONNECTICUT  
COUNTY OF FAIRFIELD

I, Toni Ann Perkins, Assistant Secretary of the XL REINSURANCE AMERICA INC. a corporation of the State of New York, do hereby certify that the person who executed this Power of Attorney, with the rights, respectively of XL REINSURANCE AMERICA INC., the above and forgoing is a full, true and correct copy of a Power of Attorney issued by said Corporation, and that I have compared same with the original

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Corporation, at the City of Hartford, this \_\_\_ day of \_\_\_



*Toni Ann Perkins*  
SECRETARY

This Power of Attorney may not be used to execute any bond with an inception date after May 4, 2016

SB0041

THIS DOCUMENT IS PRINTED ON A BLUE BACKGROUND

**CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT**

State of Pennsylvania

County of Philadelphia

XL Specialty Insurance Company  
Bond #SUR7401260  
ORACLE USA, Inc., et al v. SAP AG, et al  
Supersedeas Bond

On June 14, 2011, before me, Maureen McNeill, Notary Public, personally appeared Wayne G. McVaugh 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 Pennsylvania that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

(seal)

Signature Maureen McNeill  
Maureen McNeill, Notary Public

COMMONWEALTH OF PENNSYLVANIA  
NOTARIAL SEAL  
MAUREEN McNEILL, Notary Public  
City of Philadelphia, Phila. County  
My Commission Expires August 4, 2013

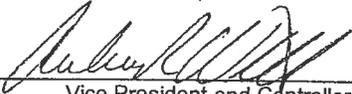


XL SPECIALTY INSURANCE COMPANY  
 STATUTORY STATEMENT OF ADMITTED ASSETS,  
 LIABILITIES, CAPITAL AND SURPLUS  
 December 31, 2010  
 (US Dollars)

<b>Assets:</b>		<b>Liabilities:</b>	
Bonds	261,107,664	Loss & loss adjustment expenses	184,096,331
Stocks	68,908,583	Reinsurance payable on paid loss and loss adjustment expenses	695,607
Cash and short-term investments	123,186,838	Unearned premiums	34,049,302
Receivable for securities		Ceded reinsurance premium payable	
<b>Total Invested Assets</b>	<u>453,203,085</u>	Funds held by company under reinsurance treaties	76,604,647
		Payable for Securities	
		Other Liabilities	24,722,899
		<b>Total Liabilities</b>	<u>320,168,786</u>
Agents Balances	20,455,517	Capital and Surplus:	
		Aggregate write-ins for special surplus funds	2,838,516
Funds held by or deposited with reinsured companies		Common capital Stock	5,812,500
Reinsurance recoverable on loss and loss adjustment expense payments		Gross paid in and contributed surplus	131,798,019
Accrued interest and dividends	2,281,167	Unassigned surplus	38,300,332
Other admitted assets	<u>22,978,384</u>	<b>Total Capital and Surplus</b>	<u>178,749,367</u>
<b>Total Admitted Assets</b>	<u>498,918,153</u>	<b>Total Liabilities, Capital and Surplus</b>	<u>498,918,153</u>

I, Andrew Robert Will, Vice President and Controller of XL Specialty Insurance Company (the "Corporation") do hereby certify that to the best of my knowledge and belief, the foregoing is a full and true Statutory Statement of Admitted Assets, Liabilities, Capital and Surplus of the Corporation, as of December 31, 2010, prepared in conformity with the accounting practices prescribed or permitted by the Insurance Department of the State of Delaware. The foregoing statement should not be taken as a complete statement of financial condition of the Corporation. Such a statement is available upon request at the Corporation's principal office located at Seaview House, 70 Seaview Avenue, Stamford, CT 06902-06040.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Corporation at Stamford, Connecticut.

  
 \_\_\_\_\_  
 Vice President and Controller

State of Connecticut

County of Fairfield

The foregoing financial information was acknowledged before me this 13<sup>th</sup> of May, 2011 by Andrew Robert Will of XL Specialty Insurance Company on behalf of the corporation.



*Rebecca Ann Leitz*

Notary Public



Power of Attorney  
 XL Specialty Insurance Company  
 Greenwich Insurance Company  
 XL Reinsurance America Inc.

THIS IS NOT A BOND NUMBER  
 UNLIMITED POWER OF ATTORNEY  
 XL 131877

KNOW ALL MEN BY THESE PRESENTS: That XL Specialty Insurance Company, Greenwich Insurance Company, Delaware insurance companies with offices located at 505 Eagleview Blvd., Exton, PA 19341, and XL Reinsurance America Inc., a New York insurance company with offices located at 70 Seaview Avenue, Stamford, CT 06902, do hereby nominate, constitute, and appoint:

*Rosemarie Caponi, Colleen A. Locher, Elizabeth Marrero, Maureen McNeill, Wayne G. McVaugh, Darella E. White*

each its true and lawful Attorney(s)-in-fact to make, execute, attest, seal and deliver for and on its behalf, as surety, and as its act and deed, where required, any and all bonds and undertakings in the nature thereof, for the total sum of no one of which is in any event to exceed \$UNLIMITED.00.

Such bonds and undertakings, when duly executed by the aforesaid Attorney (s) - in - Fact shall be binding upon each said Company as fully and to the same extent as if such bonds and undertakings were signed by the President and Secretary of the Company and sealed with its corporate seal.

The Power of Attorney is granted and is signed by facsimile under and by the authority of the following Resolutions adopted by the Board of Directors of each of the Companies on the 15th day of March 2011.

RESOLVED, that Gary Kaplan, David Hewett, William Mills, Gregory Boal and Kevin Mirsch are hereby appointed by the Board as authorized to make, execute, seal and deliver for and on behalf of the Company, any and all bonds, undertakings, contracts or obligations in surety or co-surety with others and that the Secretary or any Assistant Secretary of the Company be and that each of them hereby is authorized to attest the execution of any such bonds, undertakings, contracts or obligations in surety or co-surety and attach thereto the corporate seal of the Company.

RESOLVED, FURTHER, that Gary Kaplan, David Hewett, William Mills, Gregory Boal and Kevin Mirsch each is hereby authorized to execute powers of attorney qualifying the attorney named in the given power of attorney to execute, on behalf of the Company, bonds and undertakings in surety or co-surety with others, and that the Secretary or any Assistant Secretary of the Company be, and that each of them is hereby authorized to attest the execution of any such power of attorney, and to attach thereto the corporate seal of the Company.

RESOLVED, FURTHER, that the signature of such officers named in the preceding resolutions and the corporate seal of the Company may be affixed to such powers of attorney or to any certificate relating thereto by facsimile, and any such power of attorney or certificate bearing such facsimile signatures or facsimile seal shall be thereafter valid and binding upon the Company with respect to any bond, undertaking, contract or obligation in surety or co-surety with others to which it is attached.

IN WITNESS WHEREOF, the XL SPECIALTY INSURANCE COMPANY has caused its corporate seal to be hereunto affixed, and these presents to be signed by its duly authorized officers this May 4th, 2011.



XL SPECIALTY INSURANCE COMPANY  
 GREENWICH INSURANCE COMPANY

by:

*David S. Hewett*  
 SENIOR VICE PRESIDENT

Attest:

*Tom Ann Perkins*

SECRETARY

STATE OF CONNECTICUT  
 COUNTY OF FAIRFIELD

On this 4th day of May, 2011, before me personally came David S. Hewett to me known, who, being duly sworn, did depose and say: that he is Senior Vice President of XL SPECIALTY INSURANCE COMPANY and GREENWICH INSURANCE COMPANY, described in and which executed the above instrument; that he knows the seals of said Companies; that the seals affixed to the aforesaid instrument is such corporate seals and were affixed thereto by order and authority of the Boards of Directors of said Companies; and that he executed the said instrument by like order.



*Kim D. Sliva*  
 NOTARY PUBLIC

STATE OF CONNECTICUT  
COUNTY OF FAIRFIELD

I, Toni Ann Perkins, Secretary of the XL SPECIALTY INSURANCE COMPANY a corporation of the State of Delaware, do hereby certify that the above and forgoing is a full, true and correct copy of Power of Attorney issued by said Company, and that I have compared same with the original and that it is a correct transcript therefrom and of the whole of the original and that the said Power of Attorney is still in

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Corporation, at the City of Hartford, this \_\_\_ day of \_\_\_



*Toni Ann Perkins*  
SECRETARY

IN WITNESS WHEREOF, XL REINSURANCE AMERICA INC. has caused its corporate seal to be hereunto affixed, and these presents to be signed by its duly authorized officers this 4th day of May, 2011.



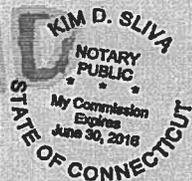
XL REINSURANCE AMERICA INC.

by: *John P. Welch*  
SENIOR VICE PRESIDENT

Attest: *Toni Ann Perkins*  
SECRETARY

STATE OF CONNECTICUT  
COUNTY OF FAIRFIELD

On this 4th day of May, 2011, before me personally came John P. Welch to me known, who, being duly sworn, did depose and say: that he is President & CEO of XL REINSURANCE AMERICA INC., described in which executed the above instrument; that he knows the seal of said Corporation; that the seal affixed to the aforesaid instrument is such corporate seal and was affixed thereto by order and authority of the Board of Directors of said Corporation, and that he executed the said instrument by like order.



*Kim D. Sliva*  
NOTARY PUBLIC

STATE OF CONNECTICUT  
COUNTY OF FAIRFIELD

I, Toni Ann Perkins, Assistant Secretary of the XL REINSURANCE AMERICA INC. a corporation of the State of New York, do hereby certify that the person who executed this Power of Attorney, with the rights, respectively of XL REINSURANCE AMERICA INC., the above and forgoing is a full, true and correct copy of a Power of Attorney issued by said Corporation, and that I have compared samewith the original

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Corporation, at the City of Hartford, this 14<sup>th</sup> day of June 2011.



*Toni Ann Perkins*  
SECRETARY

This Power of Attorney may not be used to execute any bond with an Inception date after

May 4, 2016

SB0041

THIS DOCUMENT IS PRINTED ON A BLUE BACKGROUND

**CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT**

State of Pennsylvania

County of Philadelphia

XL Reinsurance America, Inc.  
Bond #SUR7401260  
(same as XL Spec Ins Co)  
ORACLE USA, Inc., et al v. SAP AG, et al  
Supersedeas Bond

On June 14, 2011, before me, Maureen McNeill, Notary Public, personally appeared Wayne G. McVaugh 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 Pennsylvania that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

(seal)

Signature Maureen McNeill  
Maureen McNeill, Notary Public

COMMONWEALTH OF PENNSYLVANIA  
NOTARIAL SEAL  
MAUREEN McNEILL, Notary Public  
City of Philadelphia, Phila. County  
My Commission Expires August 4, 2013

STATE OF CALIFORNIA  
DEPARTMENT OF INSURANCE  
SAN FRANCISCO

№ 07453

Amended  
Certificate of Authority

THIS IS TO CERTIFY THAT, Pursuant to the Insurance Code of the State of California,

XL Reinsurance America Inc.

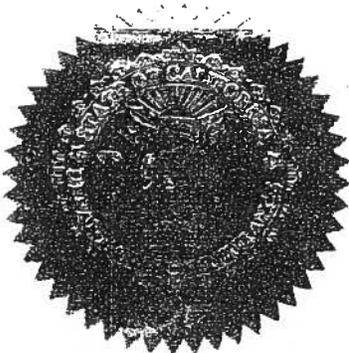
of New York, New York, organized under the laws of New York, subject to its Articles of Incorporation or other fundamental organizational documents, is hereby authorized to transact within the State, subject to all provisions of this Certificate, the following classes of insurance:

Fire, Marine, Surety, Plate Glass, Liability, Workers' Compensation, Common Carrier Liability, Boiler and Machinery, Burglary, Sprinkler, Team and Vehicle, Automobile, Aircraft, and Miscellaneous

as such classes are now or may hereafter be defined in the Insurance Laws of the State of California.

THIS CERTIFICATE is expressly conditioned upon the holder hereof now and hereafter being in full compliance with all, and not in violation of any, of the applicable laws and lawful requirements made under authority of the laws of the State of California as long as such laws or requirements are in effect and applicable, and as such laws and requirements now are, or may hereafter be changed or amended.

IN WITNESS WHEREOF, effective as of the 2nd day of November, 2001, I have hereunto set my hand and caused my official seal to be affixed this 2nd day of November, 2001.



By

Harry W. Low  
Insurance Commissioner  
Victoria S. Sidbury  
Deputy

**NOTICE:**

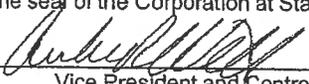
Qualification with the Secretary of State must be accomplished as required by the California Corporations Code promptly after issuance of this Certificate of Authority. Failure to do so will be a violation of Insurance Code Section 701 and will be grounds for revoking this Certificate of Authority pursuant to the covenants made in the application therefor and the conditions contained herein.

XL REINSURANCE AMERICA INC.  
 STATUTORY STATEMENT OF ADMITTED ASSETS,  
 LIABILITIES, CAPITAL AND SURPLUS  
 December 31, 2010  
 (U.S. dollars)

<b>Assets:</b>		<b>Liabilities:</b>	
Bonds	3,300,375,549	Loss & loss adjustment expenses	1,994,377,111
Stocks	631,305,349	Reinsurance payable on paid loss and loss adjustment expenses	7,535,744
Cash and short-term investments	186,794,516	Unearned premiums	368,867,516
Other Invested Assets	106,540	Ceded reinsurance premium payable	354,086,635
Receivable for securities		Funds held by company under reinsurance treaties	64,287,324
<b>Total Invested Assets</b>	<b>4,118,581,953</b>	Payable for Securities	
		Other Liabilities	156,097,340
		<b>Total Liabilities</b>	<b>2,945,251,670</b>
Agents Balances	221,601,432	Capital and Surplus:	
Funds held by or deposited with reinsured companies	251,383,382	Aggregate write-ins for special surplus funds	19,805,921
Reinsurance recoverable on loss and loss adjustment expense payments	328,913,481	Common capital Stock	5,000,000
Accrued interest and dividends	34,305,253	Gross paid in and contributed surplus	1,854,742,562
Other admitted assets	264,176,672	Unassigned surplus	394,162,020
<b>Total Admitted Assets</b>	<b>5,218,962,173</b>	<b>Total Capital and Surplus</b>	<b>2,273,710,503</b>
		<b>Total Liabilities, Capital and Surplus</b>	<b>5,218,962,173</b>

I, Andrew Robert Will, Vice President and Controller of XL Reinsurance America Inc. (the "Corporation") do hereby certify that to the best of my knowledge and belief, the foregoing is a full and true Statutory Statement of Admitted Assets, Liabilities, Capital and Surplus of the Corporation, as of December 31, 2010, prepared in conformity with the accounting practices prescribed or permitted by the Insurance Department of the State of New York. The foregoing statement should not be taken as a complete statement of financial condition of the Corporation. Such a statement is available upon request at the Corporation's principal office located at Seaview House, 70 Seaview Avenue, Stamford, CT 06902-06040.

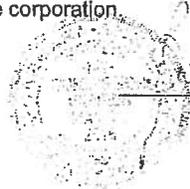
IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Corporation at Stamford, Connecticut.

  
 \_\_\_\_\_  
 Vice President and Controller

State of Connecticut

County of Fairfield

The foregoing financial information was acknowledged before me this 13<sup>th</sup> of May, 2011 by Andrew Robert Will of XL Reinsurance America Inc. on behalf of the corporation.



*Christina - [unclear]*

Notary Public



Power of Attorney  
 XL Specialty Insurance Company  
 Greenwich Insurance Company  
 XL Reinsurance America Inc.

THIS IS NOT A BOND NUMBER  
 UNLIMITED POWER OF ATTORNEY  
 XL 131875

KNOW ALL MEN BY THESE PRESENTS: That XL Specialty Insurance Company, Greenwich Insurance Company, Delaware Insurance companies with offices located at 505 Eagleview Blvd., Exton, PA 19341, and XL Reinsurance America Inc., a New York insurance company with offices located at 78 Seaview Avenue, Stamford, CT 06902, do hereby nominate, constitute, and appoint:

*Rosemarie Caponj, Colleen A. Locher, Elizabeth Marrero, Maureen McNeill, Wayne G. McVaugh, Darella E. White*

each its true and lawful Attorney(s)-in-fact to make, execute, attest, seal and deliver for and on its behalf, as surety, and as its act and deed, where required, any and all bonds and undertakings in the nature thereof, for the penal sum of no one of which is in any event to exceed \$UNLIMITED.00

Such bonds and undertakings, when duly executed by the aforesaid Attorney (s) - in - Fact shall be binding upon each said Company as fully and to the same extent as if such bonds and undertakings were signed by the President and Secretary of the Company and sealed with its corporate seal.

The Power of Attorney is granted and is signed by facsimile under and by the authority of the following Resolutions adopted by the Board of Directors of each of the Companies on the 15th day of March 2011.

RESOLVED, that Gary Kaplan, David Hewett, William Mills, Gregory Boal and Kevin Mirsch are hereby appointed by the Board as authorized to make, execute, seal and deliver for and on behalf of the Company, any and all bonds, undertakings, contracts or obligations in surety or co-surety with others and that the Secretary or any Assistant Secretary of the Company be and that each of them hereby is authorized to attest the execution of any such bonds, undertakings, contracts or obligations in surety or co-surety and attach thereto the corporate seal of the Company.

RESOLVED, FURTHER, that Gary Kaplan, David Hewett, William Mills, Gregory Boal and Kevin Mirsch each is hereby authorized to execute powers of attorney qualifying the attorney named in the given power of attorney to execute, on behalf of the Company, bonds and undertakings in surety or co-surety with others, and that the Secretary or any Assistant Secretary of the Company be, and that each of them is hereby authorized to attest the execution of any such power of attorney, and to attach thereto the corporate seal of the Company.

RESOLVED, FURTHER, that the signature of such officers named in the preceding resolutions and the corporate seal of the Company may be affixed to such powers of attorney or to any certificate relating thereto by facsimile, and any such power of attorney or certificate bearing such facsimile signatures or facsimile seal shall be thereafter valid and binding upon the Company with respect to any bond, undertaking, contract or obligation in surety or co-surety with others to which it is attached.

IN WITNESS WHEREOF, the XL SPECIALTY INSURANCE COMPANY has caused its corporate seal to be hereunto affixed, and these presents to be signed by its duly authorized officers this May 4th, 2011.



**XL SPECIALTY INSURANCE COMPANY  
 GREENWICH INSURANCE COMPANY**

by: *David S. Hewett*  
 SENIOR VICE PRESIDENT

Attest: *Toni Ann Perkins*  
 SECRETARY

STATE OF CONNECTICUT  
 COUNTY OF FAIRFIELD

On this 4th day of May, 2011, before me personally came David S. Hewett to me known, who, being duly sworn, did depose and say: that he is Senior Vice President of XL SPECIALTY INSURANCE COMPANY and GREENWICH INSURANCE COMPANY, described in and which executed the above instrument; that he knows the seals of said Companies; that the seals affixed to the aforesaid instrument is such corporate seals and were affixed thereto by order and authority of the Boards of Directors of said Companies; and that he executed the said instrument by like order.



*Kim D. Sliva*  
 NOTARY PUBLIC

STATE OF CONNECTICUT  
COUNTY OF FAIRFIELD

I, Toni Ann Perkins, Secretary of the XL SPECIALTY INSURANCE COMPANY a corporation of the State of Delaware, do hereby certify that the above and forgoing is a full, true and correct copy of Power of Attorney issued by said Company, and that I have compared same with the original and that it is a correct transcript therefrom and of the whole of the original and that the said Power of Attorney is still in

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Corporation, at the City of Hartford, this 17th day of June 2011.



*Toni Ann Perkins*  
SECRETARY

IN WITNESS WHEREOF, XL REINSURANCE AMERICA INC. has caused its corporate seal to be hereunto affixed, and these presents to be signed by its duly authorized officers this 4th day of May, 2011.



XL REINSURANCE AMERICA INC.

by: *J. P. Welch*  
SENIOR VICE PRESIDENT

Attest: *Toni Ann Perkins*  
SECRETARY

STATE OF CONNECTICUT  
COUNTY OF FAIRFIELD

On this 4th day of May, 2011, before me personally came John P. Welch to me known, who, being duly sworn, did depose and say: that he is President & CEO of XL REINSURANCE AMERICA INC., described in which executed the above instrument; that he knows the seal of said Corporation; that the seal affixed to the aforesaid instrument is such corporate seal and was affixed thereto by order and authority of the Board of Directors of said Corporation, and that he executed the said instrument by like order.



*Kim D. Sliva*  
NOTARY PUBLIC

STATE OF CONNECTICUT  
COUNTY OF FAIRFIELD

I, Toni Ann Perkins, Assistant Secretary of the XL REINSURANCE AMERICA INC. a corporation of the State of New York, do hereby certify that the person who executed this Power of Attorney, with the rights, respectively of XL REINSURANCE AMERICA INC., the above and forgoing is a full, true and correct copy of a Power of Attorney issued by said Corporation, and that I have compared samewith the original

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Corporation, at the City of Hartford, this \_\_\_ day of \_\_\_



*Toni Ann Perkins*  
SECRETARY

This Power of Attorney may not be used to execute any bond with an inception date after May 4, 2016

SB0041

THIS DOCUMENT IS PRINTED ON A BLUE BACKGROUND

**CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT**

State of Pennsylvania

County of Philadelphia

Greenwich Insurance Company  
Bond #SUR7401260  
(Same as XL Spec Ins Co)  
ORACLE USA, Inc., et al v. SAP AG, et al  
Supersedeas Bond

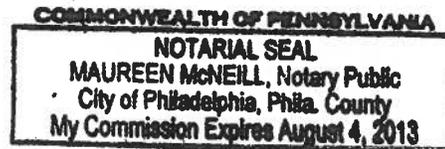
On June 14, 2011, before me, Maureen McNeill, Notary Public, personally appeared Wayne G. McVaugh who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their 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 Pennsylvania that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

(seal)

Signature Maureen McNeill  
Maureen McNeill, Notary Public



STATE OF CALIFORNIA  
DEPARTMENT OF INSURANCE  
SAN FRANCISCO

№ 07683

Amended  
Certificate of Authority

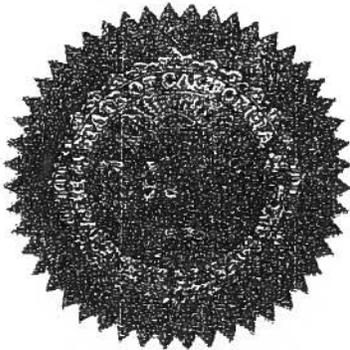
THIS IS TO CERTIFY THAT, Pursuant to the Insurance Code of the State of California,

Greenwich Insurance Company

of Wilmington, Delaware, organized under the  
laws of Delaware, subject to its Articles of Incorporation or  
other fundamental organizational documents, is hereby authorized to transact within the State, subject to  
all provisions of this Certificate, the following classes of insurance: Fire, Marine,  
Surety, Disability, Plate Glass, Liability, Workers' Compensation,  
Common Carrier Liability, Boiler and Machinery, Burglary, Credit,  
Sprinkler, Team and Vehicle, Automobile, Aircraft, and Miscellaneous  
as such classes are now or may hereafter be defined in the Insurance Laws of the State of California.

THIS CERTIFICATE is expressly conditioned upon the holder hereof now and hereafter being in  
full compliance with all, and not in violation of any, of the applicable laws and lawful requirements made  
under authority of the laws of the State of California as long as such laws or requirements are in effect  
and applicable, and as such laws and requirements now are, or may hereafter be changed or amended.

IN WITNESS WHEREOF, effective as of the 24th  
day of December, 2002, I have hereunto  
set my hand and caused my official seal to be affixed this  
10th day of February, 2003.



John Garamendi  
Insurance Commissioner

By

Patricia K. Staggs  
for - Deputy  
Insurance Commissioner

**NOTICE:**

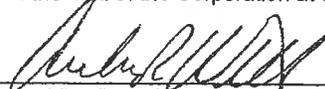
Qualification with the Secretary of State must be accomplished as required by the California Corporations Code promptly after issuance of this Certificate of Authority. Failure to do so will be a violation of Insurance Code Section 701 and will be grounds for revoking this Certificate of Authority pursuant to the covenants made in the application therefor and the conditions contained herein.

**GREENWICH INSURANCE COMPANY**  
**STATUTORY STATEMENT OF ADMITTED ASSETS,**  
**LIABILITIES, CAPITAL AND SURPLUS**  
December 31, 2010  
(U.S. Dollars)

<b>Assets:</b>		<b>Liabilities:</b>	
Bonds	472,972,860	Loss & loss adjustment expenses	368,192,655
Stocks	245,296,385	Reinsurance payable on paid loss and loss adjustment expenses	1,391,214
Cash and short-term investments	56,791,176	Unearned premiums	68,098,606
Receivable for securities		Ceded reinsurance premium payable	
<b>Total Invested Assets</b>	<b>775,060,401</b>	Funds held by company under reinsurance treaties	
		Payable for Securities	
		Other Liabilities	29,473,631
		<b>Total Liabilities</b>	<b>467,156,106</b>
Agents Balances	40,911,033	Capital and Surplus:	
Funds held by or deposited with reinsured companies	49,322,681	Aggregate write-ins for special surplus funds	5,543,314
Reinsurance recoverable on loss and loss adjustment expense payments		Common capital Stock	3,558,100
Accrued interest and dividends	3,959,949	Gross paid in and contributed surplus	346,512,697
Other admitted assets	50,458,025	Unassigned surplus	96,941,872
		<b>Total Capital and Surplus</b>	<b>452,555,983</b>
<b>Total Admitted Assets</b>	<b>919,712,089</b>	<b>Total Liabilities, Capital and Surplus</b>	<b>919,712,089</b>

I, Andrew Robert Will, Vice President and Controller of Greenwich Insurance Company (the "Corporation") do hereby certify that to the best of my knowledge and belief, the foregoing is a full and true Statutory Statement of Admitted Assets, Liabilities, Capital and Surplus of the Corporation, as of December 31, 2010, prepared in conformity with the accounting practices prescribed or permitted by the Insurance Department of the State of Delaware. The foregoing statement should not be taken as a complete statement of financial condition of the Corporation. Such a statement is available upon request at the Corporation's principal office located at Seaview House, 70 Seaview Avenue, Stamford, CT 06902-06040.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Corporation at Stamford, Connecticut.

  
\_\_\_\_\_  
Vice President and Controller

State of Connecticut

County of Fairfield

The foregoing financial information was acknowledged before me this 13<sup>th</sup> of May, 2011 by Andrew Robert Will of Greenwich Insurance Company on behalf of the corporation



*Barbara-Ann Lutz*

Notary Public

**Power of Attorney**  
**FIDELITY AND DEPOSIT COMPANY OF MARYLAND**

KNOW ALL MEN BY THESE PRESENTS: That the FIDELITY AND DEPOSIT COMPANY OF MARYLAND, a corporation of the State of Maryland, by M. P. HAMMOND, Vice President, and GREGORY E. MURRAY, Assistant Secretary, in pursuance of authority granted by Article VI, Section 2, of the By-Laws of said Company, which are set forth on the reverse side hereof and are hereby certified to be in full force and effect on the date hereof does hereby nominate, constitute and appoint **Richard G. DICCIANI, Darella E. WHITE, Douglas R. WHEELER, Richard A. JACOBUS, Mary C. O'LEARY, Sandra E. BRONSON, Maureen MCNEILL, Wayne G. MCVAUGH and Nancy K. WALLACE, all of Philadelphia, Pennsylvania, EACH its true and lawful agent and Attorney-in-Fact, to make, execute, seal and deliver, for, and on its behalf as surety, and as its act and deed: any and all bonds and undertakings, and the execution of such bonds or undertakings in pursuance of these presents, shall be as binding upon said Company, as fully and amply, to all intents and purposes, as if they had been duly executed and acknowledged by the regularly elected officers of the Company at its office in Baltimore, Md., in their own proper persons. This power of attorney revokes that issued on behalf of Richard G. DICCIANI, Darella E. WHITE, Douglas R. WHEELER, Richard A. JACOBUS, Mary C. O'LEARY, Sandra E. BRONSON, Maureen E. MCNEILL, Wayne G. MCVAUGH, Nancy K. WALLACE, dated June 13, 2006.**

The said Assistant Secretary does hereby certify that the extract set forth on the reverse side hereof is a true copy of Article VI, Section 2, of the By-Laws of said Company, and is now in force.

IN WITNESS WHEREOF, the said Vice-President and Assistant Secretary have hereunto subscribed their names and affixed the Corporate Seal of the said FIDELITY AND DEPOSIT COMPANY OF MARYLAND, this 20th day of June, A.D. 2006.

ATTEST:

**FIDELITY AND DEPOSIT COMPANY OF MARYLAND**



*Gregory E. Murray*

By:

*M. P. Hammond*

*Gregory E. Murray Assistant Secretary*

*M. P. Hammond*

*Vice President*

State of Maryland }  
City of Baltimore } ss:

On this 20th day of June, A.D. 2006, before the subscriber, a Notary Public of the State of Maryland, duly commissioned and qualified, came M. P. HAMMOND, Vice President, and GREGORY E. MURRAY, Assistant Secretary of the FIDELITY AND DEPOSIT COMPANY OF MARYLAND, to me personally known to be the individuals and officers described in and who executed the preceding instrument, and they each acknowledged the execution of the same, and being by me duly sworn, severally and each for himself depose and saith, that they are the said officers of the Company aforesaid, and that the seal affixed to the preceding instrument is the Corporate Seal of said Company, and that the said Corporate Seal and their signatures as such officers were duly affixed and subscribed to the said instrument by the authority and direction of the said Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my Official Seal the day and year first above written.



*Maria D. Adamski*

*Maria D. Adamski*

*Notary Public*

My Commission Expires: July 8, 2011

**EXTRACT FROM BY-LAWS OF FIDELITY AND DEPOSIT COMPANY OF MARYLAND**

“Article VI, Section 2. The Chairman of the Board, or the President, or any Executive Vice-President, or any of the Senior Vice-Presidents or Vice-Presidents specially authorized so to do by the Board of Directors or by the Executive Committee, shall have power, by and with the concurrence of the Secretary or any one of the Assistant Secretaries, to appoint Resident Vice-Presidents, Assistant Vice-Presidents and Attorneys-in-Fact as the business of the Company may require, or to authorize any person or persons to execute on behalf of the Company any bonds, undertakings, recognizances, stipulations, policies, contracts, agreements, deeds, and releases and assignments of judgements, decrees, mortgages and instruments in the nature of mortgages,...and to affix the seal of the Company thereto.”

**CERTIFICATE**

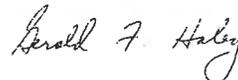
I, the undersigned, Assistant Secretary of the FIDELITY AND DEPOSIT COMPANY OF MARYLAND, do hereby certify that the foregoing Power of Attorney is still in full force and effect on the date of this certificate; and I do further certify that the Vice-President who executed the said Power of Attorney was one of the additional Vice-Presidents specially authorized by the Board of Directors to appoint any Attorney-in-Fact as provided in Article VI, Section 2, of the By-Laws of the FIDELITY AND DEPOSIT COMPANY OF MARYLAND.

This Power of Attorney and Certificate may be signed by facsimile under and by authority of the following resolution of the Board of Directors of the FIDELITY AND DEPOSIT COMPANY OF MARYLAND at a meeting duly called and held on the 10th day of May, 1990.

RESOLVED: "That the facsimile or mechanically reproduced seal of the company and facsimile or mechanically reproduced signature of any Vice-President, Secretary, or Assistant Secretary of the Company, whether made heretofore or hereafter, wherever appearing upon a certified copy of any power of attorney issued by the Company, shall be valid and binding upon the Company with the same force and effect as though manually affixed."

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed the corporate seal of the said Company,

this 14<sup>th</sup> day of June, 2011.



*Assistant Secretary*

**CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT**

State of Pennsylvania

County of Philadelphia

Fidelity and Deposit Company of Maryland  
Bond #CGB09036098  
ORACLE USA, Inc., et al v. SAP AG, et al  
Supersedeas Bond

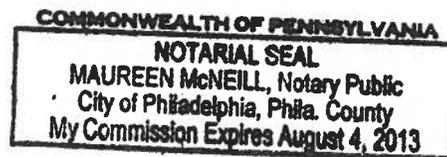
On June 14, 2011, before me, Maureen McNeill, Notary Public, personally appeared Wayne G. McVaugh who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their 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 Pennsylvania that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

(seal)

Signature Maureen McNeill  
Maureen McNeill, Notary Public



STATE OF CALIFORNIA  
DEPARTMENT OF INSURANCE No 08697  
SAN FRANCISCO

Amended  
Certificate of Authority

THIS IS TO CERTIFY THAT, Pursuant to the Insurance Code of the State of California,

Fidelity and Deposit Company of Maryland

of Maryland, organized under the  
laws of Maryland, subject to its Articles of Incorporation or  
other fundamental organizational documents, is hereby authorized to transact within the State, subject to  
all provisions of this Certificate, the following classes of insurance: Fire, Marine,

Surety, Plate Glass, Liability, Workers' Compensation,

Boiler and Machinery, Burglary, Credit, Sprinkler,

Team and Vehicle, Automobile, Aircraft, and Miscellaneous

as such classes are now or may hereafter be defined in the Insurance Laws of the State of California.

THIS CERTIFICATE is expressly conditioned upon the holder hereof now and hereafter being in  
full compliance with all, and not in violation of any, of the applicable laws and lawful requirements made  
under authority of the laws of the State of California as long as such laws or requirements are in effect  
and applicable, and as such laws and requirements now are, or may hereafter be changed or amended.

IN WITNESS WHEREOF, effective as of the 20th  
day of October, 2009, I have hereunto  
set my hand and caused my official seal to be affixed this  
20th day of October, 2009.



Steve Poizner  
Insurance Commissioner

By

Susan J. Stapp  
for Jesse Huff ~~Deputy~~  
Chief Deputy

**NOTICE:**

Qualification with the Secretary of State must be accomplished as required by the California Corporations Code promptly after issuance of this Certificate of Authority. Failure to do so will be a violation of Insurance Code Section 701 and will be grounds for revoking this Certificate of Authority pursuant to the covenants made in the application therefor and the conditions contained herein.

**FIDELITY AND DEPOSIT COMPANY**

OF MARYLAND

600 Red Brook Blvd., Suite 600, Owings Mills, MD 21117

Statement of Financial Condition  
As Of December 31, 2010

**ASSETS**

Bonds .....	\$ 167,717,443
Stocks .....	23,571,636
Cash and Short Term Investments .....	250,663
Reinsurance Recoverable .....	478,827
Other Accounts Receivable .....	44,516,527
<b>TOTAL ADMITTED ASSETS .....</b>	<b>\$ 236,535,096</b>

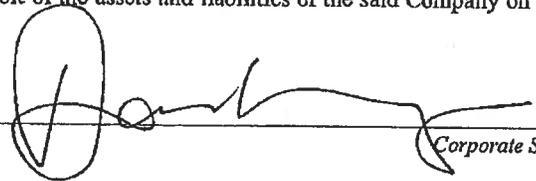
**LIABILITIES, SURPLUS AND OTHER FUNDS**

Reserve for Taxes and Expenses .....	\$ 225,295
Ceded Reinsurance Premiums Payable .....	39,963,782
Securities Lending Collateral Liability .....	3,077,700
<b>TOTAL LIABILITIES .....</b>	<b>\$ 43,266,777</b>
Capital Stock, Paid Up .....	\$ 5,000,000
Surplus .....	188,268,319
Surplus as regards Policyholders .....	193,268,319
<b>TOTAL .....</b>	<b>\$ 236,535,096</b>

Securities carried at \$45,648,865 in the above statement are deposited as required by law.

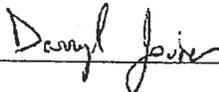
Securities carried on the basis prescribed by the National Association of Insurance Commissioners. On the basis of December 31, 2010 market quotations for all bonds and stocks owned, the Company's total admitted assets would be \$245,239,534 and surplus as regards policyholders \$201,972,757.

I, DENNIS F. KERRIGAN, Corporate Secretary of the FIDELITY AND DEPOSIT COMPANY OF MARYLAND, do hereby certify that the foregoing statement is a correct exhibit of the assets and liabilities of the said Company on the 31st day of December, 2010.

  
Corporate Secretary

State of Illinois }  
City of Schaumburg } SS:

Subscribed and sworn to, before me, a Notary Public of the State of Illinois, in the City of Schaumburg, this 31st day of March, 2011.

  
Notary Public



ZURICH AMERICAN INSURANCE COMPANY

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the ZURICH AMERICAN INSURANCE COMPANY, a corporation created by and existing under the laws of the State of New York does hereby nominate, constitute and appoint Richard G. DICCIANI, Darella E. WHITE, Douglas R. WHEELER, Richard A. JACOBUS, Mary C. O'LEARY, Sandra E. BRONSON, Maureen MCNEILL, Wayne G. MCVAUGH and Nancy K. WALLACE, all of Philadelphia, Pennsylvania, EACH its true and lawful Attorneys-In-Fact with power and authority hereby conferred to sign, seal, and execute in its behalf, during the period beginning with the date of issuance of this power, any and all bonds and undertakings, recognizances or other written obligations in the nature thereof, and to bind ZURICH AMERICAN INSURANCE COMPANY thereby, and all of the acts of said Attorney[s]-in-Fact pursuant to these presents are hereby ratified and confirmed. This Power of Attorney is made and executed pursuant to and by the authority of the following By-Law duly adopted by the Board of Directors of the Company which By-Law has not been amended or rescinded.

Article VI, Section 5. "...The President or a Vice President in a written instrument attested by a Secretary or an Assistant Secretary may appoint any person Attorney-In-Fact with authority to execute surety bonds on behalf of the Company and other formal underwriting contracts in reference thereto and reinsurance agreements relating to individual policies and bonds of all kinds and attach the corporate seal. Any such officers may revoke the powers granted to any Attorney-In-Fact."

This Power of Attorney is signed and sealed by facsimile under and by the authority of the following Resolution adopted by the Board of Directors of the ZURICH AMERICAN INSURANCE COMPANY by unanimous consent in lieu of a special meeting dated December 15, 1998

" RESOLVED, that the signature of the President or a Vice President and the attesting signature of a Secretary or an Assistant Secretary and the seal of the Company may be affixed by facsimile on any Power of Attorney pursuant to Article VI, Section 5 of the By-Laws, and the signature of a Secretary or an Assistant Secretary and the seal of the Company may be affixed by facsimile to any certificate of any such power. Any such power or any certificate thereof with such facsimile signature and seal shall be valid and binding on the Company. Furthermore, such power so executed, sealed and certified by certificate so executed and sealed shall, with respect to any bond or undertaking to which it is attached, shall continue to be valid and binding on the Company."

IN WITNESS WHEREOF, the ZURICH AMERICAN INSURANCE COMPANY has caused these presents to be executed in its name and on its behalf and its Corporate Seal to be hereunto affixed and attested by its officers thereunto duly authorized, this 20th day of June, A.D. 2006. This power of attorney revokes that issued on behalf of Richard G. DICCIANI, Darella E. WHITE, Douglas R. WHEELER, Richard A. JACOBUS, Mary C. O'LEARY, Sandra E. BRONSON, Maureen E. MCNEILL, Wayne G. MCVAUGH, Nancy K. WALLACE, dated June 13, 2006.



ZURICH AMERICAN INSURANCE COMPANY

Gregory E. Murray

M. P. Hammond

STATE OF MARYLAND }  
CITY OF BALTIMORE } ss:

Gregory E. Murray Secretary M. P. Hammond Vice President

On the 20th day of June, A.D. 2006, before the subscriber, a Notary Public of the State of Maryland, duly commissioned and qualified, came the above named Vice President and Secretary of ZURICH AMERICAN INSURANCE COMPANY, to me personally known to be the individuals and officers described in and who executed the preceding instrument and they each acknowledged the execution of the same and being by me duly sworn, they severally and each for himself deposed and said that they respectively hold the offices in said Corporation as indicated, that the Seal affixed to the preceding instrument is the Corporate Seal of said Corporation, and that the said Corporate Seal, and their respective signature as such officers, were duly affixed and subscribed to the said instrument pursuant to all due corporate authorization.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal the day and year first above.



Maria D. Adams

Notary Public

My Commission Expires: July 8, 2011

This Power of Attorney limits the acts of those named therein to the bonds and undertaking specifically named therein, and they have no authority to bind the Company except in the manner and to the extent herein stated.

CERTIFICATE

I, the undersigned, a Secretary of the ZURICH AMERICAN INSURANCE COMPANY, do hereby certify that the foregoing Power of Attorney is still in full force and effect, and further certify that Article VI, Section 5 of the By-Laws of the Company and the Resolution of the Board of Directors set forth in said Power of Attorney are still in force.

IN TESTIMONY WHEREOF I have hereto subscribed my name and affixed the seal of said Company

the 14th day of June, 2011.

Gerald F. Haley

Gerald F. Haley

Secretary



**CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT**

State of Pennsylvania

County of Philadelphia

Zurich American Insurance Company  
Bond #CGB09036098  
(same as F&D Co of MD)  
ORACLE USA, Inc., et al v. SAP AG, et al  
Supersedeas Bond

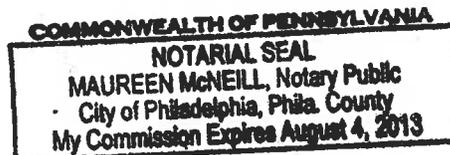
On June 14, 2011, before me, Maureen McNeill, Notary Public, personally appeared Wayne G. McVaugh who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their 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 Pennsylvania that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

(seal)

Signature Maureen McNeill  
Maureen McNeill, Notary Public



No 5837

STATE OF CALIFORNIA  
DEPARTMENT OF INSURANCE  
SAN FRANCISCO

Certificate of Authority

THIS IS TO CERTIFY, That, pursuant to the Insurance Code of the State of California,

Zurich American Insurance Company

of New York, New York, organized under the laws of New York, subject to its Articles of Incorporation or other fundamental organizational documents, is hereby authorized to transact within this State, subject to all provisions of this Certificate, the following classes of insurance: Fire, Marine, Surety, Disability, Plate Glass, Liability, Workers' Compensation, Common Carrier Liability, Boiler and Machinery, Burglary, Credit, Sprinkler, Team and Vehicle, Automobile, Aircraft, and Miscellaneous as such classes are now or may hereafter be defined in the Insurance Laws of the State of California.

THIS CERTIFICATE is expressly conditioned upon the holder hereof now and hereafter being in full compliance with all, and not in violation of any, of the applicable laws and lawful requirements made under authority of the laws of the State of California as long as such laws or requirements are in effect and applicable, and as such laws and requirements now are, or may hereafter be changed or amended.

In WITNESS WHEREOF, effective as of the... 15th... day of... January..., 19 99, I have hereunto set my hand and caused my official seal to be affixed this... 30th... day of... April..., 19 99.



By

Victoria S. Siddul  
Deputy  
Insurance Commissioner

NOTICE

Qualification with the Secretary of State must be accomplished as required by the California Corporations Code promptly after issuance of this Certificate of Authority. Failure to do so will be a violation of Ins. Code Sec. 701 and will be grounds for revoking this Certificate of Authority pursuant to the covenants made in the application therefor and the conditions contained herein.

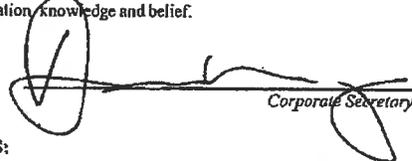
**ZURICH AMERICAN INSURANCE COMPANY**  
**COMPARATIVE BALANCE SHEET**  
**ONE LIBERTY PLAZA, 165 BROADWAY, 32nd FLOOR, NEW YORK, NY 10006**  
**As of December 31, 2010 and December 31, 2009**

	12/31/2010	12/31/2009
<b>Assets</b>		
Bonds	\$ 18,919,367,229	\$ 18,856,255,156
Preferred Stock	881,155	983,952
Common Stock	2,164,868,224	2,414,799,006
Real Estate	-	-
Other Invested Assets	2,064,283,585	1,955,583,185
Short-term Investments	201,721,691	442,083,498
Receivable for securities	-	924,864
Cash and cash equivalents	295,413,702	81,175,295
Securities lending reinvested collateral assets	355,288,472	-
Employee Trust for Deferred Compensation Plan	123,641,790	115,265,399
Total Cash and Invested Assets	\$ 24,125,465,848	\$ 23,867,070,354
Premiums Receivable	\$ 3,435,875,097	\$ 3,789,891,423
Funds Held with Reinsurers	62,508,828	17,543,464
Reinsurance Recoverable	217,412,579	334,417,233
Accrued Investment Income	155,412,983	153,168,265
Federal Income Tax Recoverable	864,441,400	938,076,547
Due from Affiliates	84,104,105	270,234,627
Other Assets	475,167,605	565,343,140
Total Assets	\$ 29,420,388,445	\$ 29,935,745,054
<b>Liabilities and Policyholders' Surplus</b>		
<b>Liabilities:</b>		
Loss and LAE Reserves	\$ 14,303,526,826	\$ 14,457,673,205
Unearned Premium Reserve	4,266,385,678	4,286,806,531
Funds Held with Reinsurers	220,452,519	249,802,186
Loss In Course of Payment	326,096,480	416,324,234
Commission Reserve	129,070,777	154,104,769
Federal Income Tax Payable	53,201,046	24,130,322
Remittances and Items Unallocated	47,400,078	152,534,594
Payable to parent, subs and affiliates	130,008,907	304,648,750
Provision for Reinsurance	64,548,922	74,859,513
Ceded Reinsurance Premiums Payable	138,866,405	62,782,469
Securities Lending Collateral Liability	356,743,459	328,068,754
Other Liabilities	2,009,922,767	2,006,859,109
Total Liabilities	\$ 22,046,223,864	\$ 22,518,594,436
<b>Policyholders' Surplus:</b>		
Common Capital Stock	\$ 5,000,000	\$ 5,000,000
Paid-In and Contributed Surplus	4,394,131,321	4,394,131,321
Surplus Notes	1,533,000,000	1,883,000,000
Special Surplus Retroactive Reinsurance	96,392,000	101,720,000
Change in Net Deferred Tax Asset	321,550,097	348,814,703
Cumulative Unrealized Gain	132,277,573	(74,742,079)
Dividends Undeclared	-	-
Loss Portfolio Transfer Account	-	-
Unassigned Surplus	891,813,591	759,226,673
Total Policyholders' Surplus	\$ 7,374,164,581	\$ 7,417,150,618
Total Liabilities and Policyholders' Surplus	\$ 29,420,388,445	\$ 29,935,745,054

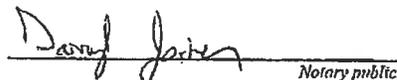
I, Dennis F. Kerrigan, Corporate Secretary of ZURICH AMERICAN INSURANCE COMPANY do hereby certify that the foregoing statement is a correct exhibit of the assets and liabilities of the said Company, on the 31st day of December, 2010, according to the best of my information, knowledge and belief.

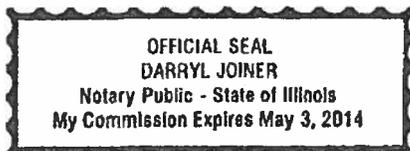
State of Illinois  
County of Cook

} SS:

  
Corporate Secretary

Subscribed and sworn to, before me, a Notary Public of the State of Illinois, in the City of Schaumburg, this 31st day of March, 2011.

  
Notary public



This Power of Attorney limits the acts of those named herein, and they have no authority to bind the Company except in the manner and to the extent herein stated.

LIBERTY MUTUAL INSURANCE COMPANY  
BOSTON, MASSACHUSETTS

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS:

That Liberty Mutual Insurance Company (the "Company"), a Massachusetts stock insurance company, pursuant to and by authority of the By-law and Authorization hereinafter set forth, does hereby name, constitute and appoint **WAYNE G. MCVAUGH, ALL OF THE CITY OF PHILADELPHIA, STATE OF PENNSYLVANIA** .....each individually if there be more than one named, its true and lawful attorney-in-fact to make, execute, seal, acknowledge and deliver, for and on its behalf as surety and as its act and deed, any and all undertakings, bonds, recognizances and other surety obligations in the penal sum not exceeding **TWO HUNDRED FIFTY MILLION\*\*\*\*\*DOLLARS (\$250,000,000.00\*\*\*\*\*)** each, and the execution of such undertakings, bonds, recognizances and other surety obligations, in pursuance of these presents, shall be as binding upon the Company as if they had been duly signed by the president and attested by the secretary of the Company in their own proper persons.

That this power is made and executed pursuant to and by authority of the following By-law and Authorization:

ARTICLE XIII - Execution of Contracts: Section 5. Surety Bonds and Undertakings.

Any officer of the Company authorized for that purpose in writing by the chairman or the president, and subject to such limitations as the chairman or the president may prescribe, shall appoint such attorneys-in-fact, as may be necessary to act in behalf of the Company to make, execute, seal, acknowledge and deliver as surety any and all undertakings, bonds, recognizances and other surety obligations. Such attorneys-in-fact, subject to the limitations set forth in their respective powers of attorney, shall have full power to bind the Company by their signature and execution of any such instruments and to attach thereto the seal of the Company. When so executed such instruments shall be as binding as if signed by the president and attested by the secretary.

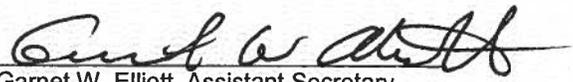
By the following instrument the chairman or the president has authorized the officer or other official named therein to appoint attorneys-in-fact:

Pursuant to Article XIII, Section 5 of the By-laws, Garnet W. Elliott, Assistant Secretary of Liberty Mutual Insurance Company, is hereby authorized to appoint such attorneys-in-fact as may be necessary to act in behalf of the Company to make, execute, seal, acknowledge and deliver as surety any and all undertakings, bonds, recognizances and other surety obligations.

That the By-law and the Authorization set forth above are true copies thereof and are now in full force and effect.

IN WITNESS WHEREOF, this Power of Attorney has been subscribed by an authorized officer or official of the Company and the corporate seal of Liberty Mutual Insurance Company has been affixed thereto in Plymouth Meeting, Pennsylvania this 9th day of June, 2011.

LIBERTY MUTUAL INSURANCE COMPANY

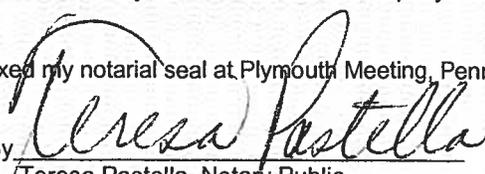
By   
Garnet W. Elliott, Assistant Secretary

COMMONWEALTH OF PENNSYLVANIA ss  
COUNTY OF MONTGOMERY

On this 9th day of June, 2011, before me, a Notary Public, personally came **Garnet W. Elliott**, to me known, and acknowledged that he is an Assistant Secretary of Liberty Mutual Insurance Company; that he knows the seal of said corporation; and that he executed the above Power of Attorney and affixed the corporate seal of Liberty Mutual Insurance Company thereto with the authority and at the direction of said corporation.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed my notarial seal at Plymouth Meeting, Pennsylvania, on the day and year first above written.

COMMONWEALTH OF PENNSYLVANIA  
Notarial Seal  
Teresa Pastella, Notary Public  
Plymouth Twp., Montgomery County  
My Commission Expires March 23, 2013  
Member, Pennsylvania Association of Notaries

By   
Teresa Pastella, Notary Public

Not valid for mortgage, note, loan, letter of credit, bank deposit, currency rate, interest rate or residual value guarantees.

To confirm the validity of this Power of Attorney call 1-610-832-8240 between 9:00 am and 4:30 pm EST on any business day.

**CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT**

State of Pennsylvania

County of Philadelphia

Liberty Mutual Insurance Company  
Bond #019032909  
ORACLE USA, Inc., et al v. SAP AG, et al  
Supersedeas Bond

On June 14, 2011, before me, Maureen McNeill, Notary Public, personally appeared Wayne G. McVaugh 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 Pennsylvania that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

(seal)

Signature Maureen McNeill  
Maureen McNeill, Notary Public

COMMONWEALTH OF PENNSYLVANIA  
NOTARIAL SEAL  
MAUREEN McNEILL, Notary Public  
City of Philadelphia, Phila. County  
My Commission Expires August 4, 2013

STATE OF CALIFORNIA  
DEPARTMENT OF INSURANCE  
SAN FRANCISCO

AMENDED

Certificate of Authority

THIS IS TO CERTIFY, That, pursuant to the Insurance Code of the State of California,

LIBERTY MUTUAL INSURANCE COMPANY

of BOSTON, MASSACHUSETTS, organized under the laws of MASSACHUSETTS, subject to its Articles of Incorporation or other fundamental organizational documents, is hereby authorized to transact within this State, subject to all provisions of this Certificate, the following classes of insurance: FIRE, MARINE, SURETY, DISABILITY, PLATE GLASS, LIABILITY, WORKMEN'S COMPENSATION, COMMON CARRIER LIABILITY, BOILER AND MACHINERY, BURGLARY, CREDIT, SPRINKLER, TEAM AND VEHICLE, AUTOMOBILE, AIRCRAFT and MISCELLANEOUS as such classes are now or may hereafter be defined in the Insurance Laws of the State of California.

THIS CERTIFICATE is expressly conditioned upon the holder hereof now and hereafter being in full compliance with all, and not in violation of any, of the applicable laws and lawful requirements made under authority of the laws of the State of California as long as such laws or requirements are in effect and applicable, and as such laws and requirements now are, or may hereafter be changed or amended.

IN WITNESS WHEREOF, effective as of the 15TH day of NOVEMBER, 1961, I have hereunto set my hand and caused my official seal to be affixed this 15TH day of NOVEMBER, 1961.



F. BRITTON McCONNELL  
Insurance Commissioner

By *[Signature]*  
Deputy



LIBERTY MUTUAL INSURANCE COMPANY  
FINANCIAL STATEMENT — DECEMBER 31, 2010

<b>Assets</b>	<b>Liabilities</b>
Cash and Bank Deposits..... \$ 795,278,733	Unearned Premiums..... \$3,502,531,059
*Bonds — U.S Government..... 928,976,332	Reserve for Claims and Claims Expense ..... 15,450,806,243
*Other Bonds..... 12,269,586,768	Funds Held Under Reinsurance Treaties..... 1,764,193,716
*Stocks..... 8,410,330,089	Reserve for Dividends to Policyholders..... 4,776,435
Real Estate..... 280,897,925	Additional Statutory Reserve..... 89,441,297
Agents' Balances or Uncollected Premiums..... 2,971,477,549	Reserve for Commissions, Taxes and
Accrued Interest and Rents..... 156,129,412	Other Liabilities ..... <u>2,126,508,564</u>
Other Admitted Assets..... <u>10,888,871,535</u>	<b>Total</b> ..... <b>\$22,938,257,314</b>
<b>Total Admitted Assets</b> ..... <b><u>\$36,701,548,343</u></b>	Special Surplus Funds..... \$1,218,426,655
	Capital Stock..... 10,000,000
	Paid in Surplus..... 7,731,965,815
	Unassigned Surplus..... 4,802,898,559
	<b>Surplus to Policyholders</b> ..... <b><u>13,763,291,029</u></b>
	<b>Total Liabilities and Surplus</b> ..... <b><u>\$36,701,548,343</u></b>



\* Bonds are stated at amortized or investment value; Stocks at Association Market Values.  
The foregoing financial information is taken from Liberty Mutual Insurance Company's financial statement filed with the state of Massachusetts Department of Insurance.

I, TIM MIKOLAJEWSKI, Assistant Secretary of Liberty Mutual Insurance Company, do hereby certify that the foregoing is a true, and correct statement of the Assets and Liabilities of said Corporation, as of December 31, 2010, to the best of my knowledge and belief.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Corporation at Seattle, Washington, this 29th day of March, 2011.

*T. Mikolajewski*

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Assistant Secretary