

Cat Financial PowerInvestmentSM
RESOLUTION-CORPORATIONS AND OTHER ENTITIES

FOR USE BY CORPORATIONS, PARTNERSHIPS OR OTHER ENTITIES ONLY

To: Cat Financial PowerInvestmentSM
c/o The Northern Trust Company as Agent Bank
P. O. Box 75956
Chicago, IL 60690-9548

And: The current and any successor Agent Bank

NOTE: RETAIN A COPY OF THIS DOCUMENT FOR YOUR RECORDS. ANY MODIFICATION OF THE INFORMATION BELOW WILL REQUIRE AN AMENDMENT TO THIS FORM. THIS DOCUMENT IS IN FULL FORCE AND EFFECT UNTIL ANOTHER DULY EXECUTED FORM IS RECEIVED BY THE AGENT BANK.

Dated and effective as of _____

New Amendment to Form Dated _____

Name of Registered Investor _____

Registered Investor is a: _____ Corporation
(check one) _____ Partnership
_____ Limited Liability Company
_____ Other:

_____ (non-profit organization, sole proprietorship, trust, etc.)

The undersigned does hereby certify that (s)he is authorized to furnish this Certificate on behalf of the above-named Registered Owner and that the following named persons are currently officers/general partners/other authorized signatories of the Registered Owner, and any _____* of them ("Authorized Person(s)") is/are currently authorized under the applicable governing documents and law to act for and on behalf of the Registered Owner with respect to the Cat Financial PowerInvestment notes, including without limitation the purchase and redemption thereof and disposition of any proceeds thereof, and to execute and deliver any instrument deemed necessary or appropriate by the Agent Bank to effectuate the authority hereby conferred or confirmed:

Name	Title	Specimen Signature
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

***INSERT A NUMBER. UNLESS OTHERWISE INDICATED, THE AGENT BANK MAY HONOR INSTRUCTIONS FROM ANY ONE OF THE PERSONS ABOVE.**

For and on behalf of the Registered Owner the undersigned hereby (a) confirms that Caterpillar Financial Services Corporation ("CFSC"), the Agent Bank and their respective successors and assigns shall be entitled to rely without inquiry or investigation of any kind upon the instruction of any person(s) purporting to be (an) Authorized Person(s) as named in the Certificate form last received by the Agent Bank until the Agent Bank has received an amended Certificate form and has had a reasonable opportunity to act thereon; and (b) agrees to indemnify, hold harmless and reimburse CFSC, the Agent Bank and their respective successors and assigns for, from and against any and all losses, damages, claims, demands, and attorneys' fees incurred or paid as a result of such reliance by any of them upon this Certificate.

Signed: _____

Type or Print Name: _____

Title: _____

FOR CORPORATIONS ONLY. NOTE: EITHER SIGNATURE GUARANTEE OR SEAL IF REQUIRED.

I, _____ Secretary of the above-named Registered Owner, do hereby certify that at a meeting on _____ at which a quorum was present throughout, the Board of Directors of the Corporation duly adopted a resolution, which is in full force and effect and has not been modified and is in accordance with the Registered Investor's articles/certificate of incorporation and by-laws, which resolution did the following: (1) empowered the above-named Authorized Person(s) to effect transactions with respect to the Cat Financial PowerInvestment notes on the terms described above; (2) authorized the Secretary or any Assistant Secretary to certify from time to time the names and titles of the Authorized Person(s) and to notify the Agent Bank when changes in office or authority occur; and (3) authorized the Secretary or any Assistant Secretary to certify that such a resolution has been duly adopted and will remain in full force and effect until the Agent Bank receives a duly executed amendment to the Certification Form and has had a reasonable opportunity to act thereon.

Witness my hand of behalf of the Corporation this ____ day
of _____, 20_____.

SIGNATURE
GUARANTEED**
(or Corporate Seal)

Secretary**

The undersigned officer (other than the Secretary) hereby certifies that the foregoing instrument has been signed by the Secretary of the Corporation.

SIGNATURE
GUARANTEED**
(or Corporate Seal)

Certifying Officer of the Corporation**

FOR ALL NON-CORPORATE ENTITIES

Certifying General Partner(s)/Other(s)**

The undersigned hereby certifies that the foregoing instrument has been signed by the indicated _____ (Title) of the Non-corporate entity.

SIGNATURE(S)
GUARANTEED**

Certifying General Partner(s)/Other(s)**

****SIGNATURE(S) MUST BE GUARANTEED BY A COMMERCIAL BANK OR TRUST COMPANY OR BY A MEMBER OF A NATIONAL SECURITIES EXCHANGE. NOTARIZATION IS NOT ACCEPTABLE.**

INVESTMENTS IN CAT FINANCIAL POWERINVESTMENT NOTES DO NOT CONSTITUTE DEPOSITS OF ANY TYPE WITH THE AGENT BANK.

REFERENCE IS HEREBY MADE TO THE PROSPECTUS AND ANY SUPPLEMENTS OR REPLACEMENTS, AS WELL AS ANY OTHER DOCUMENTS REFERRED TO THEREIN, FOR A FULL STATEMENT OF CFSC'S AND THE AGENT BANK'S DUTIES. SUCH DOCUMENTS SHALL PREVAIL OVER THIS FORM TO THE EXTENT OF ANY CONFLICT OR INCONSISTENCY.