



**EXHIBIT D  
PARTICIPATION CERTIFICATE**

SAMPLE

The undersigned The name of the municipal entity goes here does hereby request that it be admitted as a Participant to the New Hampshire Public Deposit Investment Pool (the "Pool") pursuant to Section 2.3 of the Cooperation and Management Agreement, as amended (the "Agreement") dated as March 28, 2011, by and between the State of New Hampshire Bank Commissioner and the Participants. By executing and delivering this Participation Certificate, the undersigned agrees that it will become a party to the Agreement, subject to and bound by the obligations and liabilities set forth in the Agreement, including, without limitation, those set forth in Sections 4.10 and 5.3 thereof, and shall have the rights set forth in the Agreement.

The undersigned hereby certifies that The name of one of the signers on the NHPDIP account goes here is the duly designated Representative of the undersigned, as required by the Agreement.

The undersigned hereby certifies that it has taken all necessary action and has received all necessary consents to participate in the Pool, to subject the funds placed by it into the Pool to the terms of the Agreement and to bind itself to the terms of the Agreement.

By:  
 Since the entity is already a Participant,  
 anyone can sign this form, including the  
named individual on the account  
 Name: Signer's Name Printed  
 Title: Signer's Title

PARTICIPANT EXECUTION DATE

Date Form Completed by Municipal Entity

**Please complete this Exhibit and mail to:**

Cutwater Asset Management  
 Attn. Client Services  
 113 King Street  
 Armonk, NY 10504