

**WRITTEN CONSENT
OF
THE SOLE MEMBER
OF
[SUBSIDIARY]
a Delaware limited liability company**

[Month] __, 202_

The undersigned, being the sole member (the "Member") of [Subsidiary], a limited liability company organized under the laws of Delaware (the "Company"), pursuant to Section 18-302 of the Delaware Limited Liability Company Act, does hereby consent to take the following actions and approve the following resolutions and each and every action effected thereby:

Merger of the Company

WHEREAS, the Company is indirectly wholly-owned by [Parent], a Delaware corporation ("[Parent]");

WHEREAS, [Parent] has determined that it is advisable and in the best interests of [Parent] to effect an internal legal restructuring involving certain of its affiliates including, without limitation, the Company (the "Restructuring");

WHEREAS, in connection with the Restructuring and the transactions contemplated thereby, the Member and the Company have determined that it is in their respective best interests to merge the Company with [Target], a [State 1] limited partnership ("[Target]");

WHEREAS, the Member has reviewed that certain Agreement and Plan of Merger (the "Agreement") dated the date hereof between the Company and [Target], pursuant to which [Target] will merge with and into the Company (the "Merger"), the separate corporate existence of [Target] shall cease and the Company shall continue as the surviving limited liability company of the Merger;

WHEREAS, the Member deems it advisable and in the best interests of the Company to participate in the transactions described in the Agreement; and

WHEREAS, the applicable Managers of the Company have executed the Agreement and have submitted the Agreement to the Member for approval pursuant to Section 18-209 of the Delaware Limited Liability Company Act.

