

**WRITTEN CONSENT OF
THE BOARD OF MANAGERS
OF
[COMPANY]
a California limited liability company**

In accordance with **Section [Section No.]** to the Limited Liability Company Operating Agreement (as amended, the "Operating Agreement") of [Company] (the "Company"), **Section [Section No.]** of the Operating Agreement and Section 17156 of the Beverly-Killea Limited Liability Company Act, the undersigned managers of the Company (the "Managers"), hereby adopt the following resolutions by written consent effective as of the date first set forth above. This action will be as valid and legal, and of the same force and effect, as though taken at a meeting of the Board of Managers (the "Board") duly and validly noticed and held. Unless otherwise defined herein, capitalized terms have the meanings set forth in the Operating Agreement.

Withdrawal of Certain Members and Admission of Substitute Member

WHEREAS, [Company 2] and [Company 3] (each of which is an [X] Member and collectively, the "Transferors") have agreed to transfer all of their Common Units to [Company 4] (the "Transferee").

WHEREAS, the Board has determined that the Transferee is a "Permitted Transferee" under the Operating Agreement and that the transfer to the Transferee is a Permitted Transfer in accordance with **clause []** of the definition of "Permitted Transfer" in the Operating Agreement (the "[X] Transfer").

WHEREAS, the Transferee has agreed to be bound by the terms of the Operating Agreement.

WHEREAS, in connection with such [X] Transfer, the Transferee will become a Holder of Common Units in accordance with the terms of the Operating Agreement and desires to be admitted as a substitute Member of the Company.
