

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

[Date]

In accordance with **Section [Section No.]** of the Limited Liability Company Operating Agreement (the “Operating Agreement”) of [Company] (the “Company”) and Section 17156 of the California Corporations Code, the undersigned, being all of the managers of the Company (the “Managers”), hereby adopt the following resolutions by unanimous 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.

Distributions

WHEREAS, Section [Section No.] of the Operating Agreement (the “Distribution Provisions”) permits the Company, subject to the terms and conditions set forth in the Distribution Provisions, to make certain Distributions in the amount of \$[dollar amount] to the [Name] Member and \$[dollar amount] in the aggregate to the Members (other than the [Name] Member) pro rata in accordance with their respective Adjusted Percentages (together, the “Section [X] Distributions”).

WHEREAS, Section [Section No.] of the Operating Agreement permits the Company, subject to the terms and conditions set forth in Operating Agreement, to make a Distribution in the amount of \$[dollar amount] to the [Name] Member (together with the **Section [X]** Distributions, the “Distributions”).

WHEREAS, the Company desires to make the Distributions pursuant to, and subject to the terms and conditions of **subparagraph [subparagraph No.]** of **Section [Section No.]** (including, without limitation, the conditions in **subparagraphs [subparagraph No.]** and **[subparagraph No.]** of **Section [Section No.]** relating to the non-existence of an event of default under the Company’s credit facility).

WHEREAS, Section [Section No.] and **Section [Section No.]** of the Operating Agreement permit the Company to make Distributions in accordance with **Section [Section No.]** subject to receipt of the consent of the [list required manager consents] and a majority of the votes [list required manager votes], voting as a group.