

**CONSENT OF**  
**A MAJORITY IN INTEREST OF THE [COMPANY 3] MEMBERS**  
**OF**  
**[COMPANY]**  
**a California limited liability company**  
**[Date]**

Reference is hereby made to that certain Limited Liability Company Operating Agreement of [Company], a California limited liability company (the “Company”), by and among [Company 2], [Company 3], and the other parties thereto (the “Operating Agreement”). Capitalized terms used but not defined herein have the meanings set forth in the Operating Agreement.

**Approval of a Majority in Interest of the [Company 3] Members**

**WHEREAS**, Section [Section No.] of the Operating Agreement provides that, without first obtaining the approval of a Majority in Interest of the [Company 3] Members, the Company may not increase or decrease the authorized size or limit the scope of the authority of the Board in a manner that adversely affects the voting power of the [Company 3] Manager.

**WHEREAS**, the Company proposes to enter into a Unit Purchase Agreement (the “Purchase Agreement”) with [Company 4] and certain of its Affiliates (collectively, the “Purchasers”), a form of which has been presented to and reviewed by the undersigned, pursuant to which, among other things, the Company would issue and sell [No. of Units] Common Units in the aggregate to the Purchasers.

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