

**ACTION BY WRITTEN CONSENT
OF THE MEMBERS OF
[COMPANY]**

Pursuant to the provisions of the New York Limited Liability Company Law, the undersigned (the “Members”), being all the members of [Company], a New York limited liability company (the “Company”), hereby consent to, authorize and adopt the following resolutions with the same force and effect as if the undersigned were personally present at a formal meeting of the members of the Company and had voted for the same:

Approval of Purchase Agreement and Related Agreements for Sale of [Company] and Related Assets

WHEREAS, the Members have reviewed that certain Purchase Agreement, attached hereto as **Exhibit A** (the “Purchase Agreement”), pursuant to which (a) the Company will assign certain of its assets to [Company 2], a Delaware limited liability company (“[Company 2]”), and (b) all of the issued and outstanding membership interests in [Company 2] will be sold to [Company 3], a Delaware limited liability company (the foregoing transactions, collectively, the “Asset Sale”); and

WHEREAS, the Members believe it to be advisable and in the best interest of the Company and the Members to authorize, approve and enter into the Purchase Agreement and the Asset Sale.

NOW, THEREFORE, BE IT RESOLVED that the Purchase Agreement, as presented to the Members, is hereby authorized and approved, and that the Company is hereby authorized, empowered and directed to execute and deliver the Purchase Agreement and all other agreements, certificates, instruments and documents referenced therein, contemplated thereby, or in connection therewith, to which the Company is a party and to perform all of its obligations under the Purchase Agreement and such other documents to which the Company is a party, such documents to be substantially on the terms presented to the Members with such changes, modification and amendments thereto as the Designated Officers (as defined below) shall deem necessary or appropriate, the approval of which shall be conclusively established by the execution and delivery thereof by the Company.
