

**WRITTEN CONSENT OF
THE SOLE STOCKHOLDER
OF
[TARGET COMPANY]**

The undersigned (the “Stockholder”), being the sole holder of all of the issued and outstanding capital stock of [Target Company], a Delaware corporation (the “Corporation”), pursuant to Section 228 of the General Corporation Law of the State of Delaware, hereby consents to, authorizes and adopts the following resolutions with the same force and effect as if the undersigned were personally present at a special meeting of the stockholders of the Corporation and had voted for the same:

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

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

WHEREAS, the Stockholder believes it to be advisable and in the best interest of the Corporation and the Stockholder 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 Stockholder, is hereby authorized and approved, and that the Corporation 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 Corporation is a party and to perform all of its obligations under the Purchase Agreement and such other documents to which the Corporation is a party, such documents to be substantially on the terms presented to the Stockholder 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 Corporation.
