

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

The undersigned (the "Stockholder"), being the sole holder of all of the issued and outstanding capital stock of [Target], 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:

Merger of the Corporation with and into [Buyer]

WHEREAS, the Stockholder has reviewed that certain Agreement and Plan of Merger, attached hereto as Exhibit A (the "Merger Agreement"), pursuant to which the Corporation will merge with and into [Buyer], a Delaware corporation (the "Merger"), with [Buyer] being the surviving corporation, and all of the Corporation's stock will be cancelled; 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 Merger Agreement and the Merger.

NOW, THEREFORE, BE IT RESOLVED that (i) the Merger, on the terms and subject to the conditions set forth in the Merger Agreement, (ii) the Merger Agreement and (iii) such further documents, instruments or certificates as may be necessary or appropriate in order to carry out the intent and purposes of the Merger (the "Merger Documents") be, and hereby are, in all respects authorized, adopted and approved for all purposes and in all respects.

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