[COMPANY NAME]

Action by Written Consent

OF THE STOCKHOLDERS

Pursuant to Section 228 of the Delaware General Corporation Law (the “**DGCL**”) and the bylaws of [Company Name], a Delaware corporation (the “**Company**”), the undersigned, constituting the holders of the Company’s outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such actions at a meeting at which all shares entitled to vote thereon were present and voted, take the following actions and resolve as follows:

Approval of Indemnification Agreements

**RESOLVED:** The form of indemnification agreement, in substantially the form approved by the Board of Directors of the Company and attached hereto as **Exhibit A**, is ratified and approved.

**RESOLVED:** The Company is authorized to enter into, and to perform its obligations under, an indemnification agreement with each of its current and future directors and officers, with any changes thereto as the officers of the Company, in consultation with legal counsel, may deem to be necessary or advisable.

Interested Party Resolutions

**WHEREAS:** The undersigned stockholders are aware that each person who is or will be entering into an indemnification agreement with the Company is or will be also serving as a director and/or officer of the Company.

**WHEREAS:** The undersigned stockholders are aware of the material facts related to the indemnification agreements and have had an adequate opportunity to ask questions regarding and investigate the relationships and/or interests of the directors and officers of the Company in connection therewith.

**RESOLVED:** That after careful consideration of various issues and factors, including the interests of directors and officers of the Company in such indemnification agreements, the undersigned stockholders find that the Company entering into such indemnification agreements with each of its current and future directors and officers is in the best interests of, and just, equitable and fair as to, the Company and its stockholders, including for all purposes under Section 144 of the DGCL.

*[Signature Page Follows]*

By executing this action by written consent, each undersigned stockholder is giving written consent with respect to all shares of the Company’s capital stock held by such stockholder in favor of the above resolutions. This action by written consent may be executed in any number of counterparts, each of which shall constitute an original and all of which together shall constitute one action. Any copy, facsimile or other reliable reproduction of this action by written consent may be substituted or used in lieu of the original writing for any and all purposes for which the original writing could be used. This action by written consent shall be filed with the minutes of the proceedings of the stockholders of the Company.

Pursuant to Section 228(c) of the Delaware General Corporation Law, each of the undersigned stockholders hereby instructs and provides that the undersigned’s written consent will be effective (the “**Consent Effectiveness Time**”) upon the later of (i) such time as is immediately following the approval by the Board of Directors of the Company of the matters presented to the stockholders herein, if such approval is required, and (ii) such time as the undersigned signs and delivers this written consent (or, if later, such time the undersigned becomes a stockholder of the Company); *provided*, *however*, that this consent shall be deemed revoked if the Consent Effectiveness Time has not occurred within 60 days after the date of the undersigned’s signature.

**STOCKHOLDER:**

**[STOCKHOLDER NAME]**

By:

Name:

Title:

(if applicable)

Date:

By executing this action by written consent, each undersigned stockholder is giving written consent with respect to all shares of the Company’s capital stock held by such stockholder in favor of the above resolutions. This action by written consent may be executed in any number of counterparts, each of which shall constitute an original and all of which together shall constitute one action. Any copy, facsimile or other reliable reproduction of this action by written consent may be substituted or used in lieu of the original writing for any and all purposes for which the original writing could be used. This action by written consent shall be filed with the minutes of the proceedings of the stockholders of the Company.

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**STOCKHOLDER:**

**[STOCKHOLDER NAME]**

By:

Name:

Title:

(if applicable)

Date:

**EXHIBIT A**

form of indemnification agreement