

**UNANIMOUS WRITTEN CONSENT OF MEMBERS AND MANAGERS**

The undersigned, being all of the members and managers of \_\_\_\_\_, a Texas Limited Liability Company (the "Company"), individually and collectively, do unanimously consent, in writing, to take the following action, to adopt the following resolutions, and to transact the following business of the Company:

RESOLVED, that it is in the best interests of the Company enter into a listing agreement (the "Listing") with \_\_\_\_\_ (the "Broker"), to authorize the engagement of the Broker to sell substantially all of the assets and/or membership interests of the Company.

RESOLVED FURTHER, that the president or any manager of the Company, and each of them with full authority to act without the others hereby is, authorized and directed to engage the Broker for the purposes of securing a Sale (as defined in the Listing) of the Company upon the terms and conditions as, in the sole discretion of such officers or managers, may be necessary or appropriate, the necessity or appropriateness of such terms and conditions to be evidenced conclusively by the execution of the Listing and the agreements which attend to the proposed Sale transaction, to which each member and manager agrees to be bound; and

RESOLVED FURTHER, that the president, or any manager of the Company, and each of them with the full authority to act without the others hereby is, authorized in the name and on behalf of the Company, to execute and deliver any and all contracts, agreements, warranties, and writings of any nature, including the Listing, any Contract for Sale, Offer to Purchase, Letter of Intent and the closing documents incident thereto and to do any other act or thing that may be necessary or desirable to carry out the foregoing.

RESOLVED FURTHER, that the terms and conditions of said Listing, contracts and agreements, when executed, shall be binding each member and the company and the execution of this consent shall constitute evidence of the agreement of the members and managers to the above referenced transactions and of their express consent to such matters.

RESOLVED FURTHER, that the president, member(s) and/or manager(s) of the Company shall take any and all action necessary to effectuate the intents and purposes of these resolutions and that all other acts heretofore taken by the aforesaid president, member(s) and/or manager(s) on behalf of the Company to effectuate the same, be and the same are hereby ratified and confirmed as the acts and deeds of the Company.

This consent is executed pursuant to Section 6.201(b) or Section 101.358 of the Texas Business Organization Code, each of which authorizes the taking of action by the members and managers of this Limited Liability Company by Written Consent without a meeting. This consent may be executed in one or more counter-parts, all of which shall be considered one and the same instrument. Facsimile signatures are expressly permitted and shall be deemed originals for all purposes.

Manager(s):

Member(s):

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