

or performance of the Authorized Documents, and the payment of any such fees and expenses by such Responsible Officer; and be it

FURTHER RESOLVED, that each Responsible Officer be, and hereby is, authorized, directed and empowered to take all actions to confirm the acceptance by the Company of the Special Membership Interests and the Special Non-Voting Shares as set forth in the Third A&R LLC Agreement as such Responsible Officer may consider necessary, appropriate or advisable to confirm the acceptance by the Company of the Special Membership Interests and the Special Non-Voting Shares, such determination to be conclusively evidenced by the performance of such acts by such Responsible Officer; and be it

FURTHER RESOLVED, that any and all actions taken by any Responsible Officer on behalf of the Company prior to the date hereof that are consistent with the intent and purposes of the foregoing resolutions (including the execution and delivery of the Borrowing Request and the Funding Indemnity Letter) be, and they hereby are, adopted, ratified, confirmed and approved in all respects as authorized acts and deeds of the Company; and be it

FURTHER RESOLVED, that this Action by Written Consent of the Managing Member may be executed by manual signature or a facsimile or other electronic version of a manual signature.

[Remainder of page left intentionally blank]