

ACTION BY WRITTEN CONSENT

OF THE _____ OF _____, LLC

Effective Date: _____

The undersigned, being all of the _____ of _____, LLC, a limited liability company organized under the laws of the State of _____ (the "Company"), hereby adopt the following resolutions by written consent in lieu of a formal meeting, in accordance with the Operating Agreement of the Company and the applicable laws of the State of _____:

WHEREAS, the Company is classified as a partnership for federal and applicable state income tax purposes; and

WHEREAS, a distribution of property as described in Section 734 of the Internal Revenue Code of 1986, as amended (the "Code"), and/or a transfer of a partnership interest as described in Section 743 of the Code has occurred, or is expected to occur, during the taxable year ending _____; and

WHEREAS, the Company desires to elect, pursuant to Section 754 of the Code, to adjust the basis of the Company's property in the manner provided in Sections 734 and 743 of the Code, which election shall apply to the taxable year ending _____ and all subsequent taxable years unless and until revoked in accordance with applicable Treasury Regulations;

NOW, THEREFORE, BE IT RESOLVED that the Company is hereby authorized and directed to make the election under Section 754 of the Code, in accordance with Treasury Regulation Section 1.754-1(b), to adjust the basis of partnership property under Sections 734(b) and 743(b) of the Code for the taxable year ending _____; and

RESOLVED FURTHER, that any _____ of the Company is, and each of them hereby is, authorized, empowered, and directed, in the name and on behalf of the Company, to prepare, execute, and file a written statement making the Section 754 election, to be attached to the Company's timely filed federal partnership income tax return (Form 1065) for the taxable year ending _____, and to perform any and all such further acts and execute and deliver any and all such further documents as may be necessary, convenient, or advisable to consummate and give effect to this resolution.

This Written Consent may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned have executed this Written Consent as of the date first set forth above.

Signature:

Signature:

Printed Name:

Printed Name:

Title:

Title:

Date:

Date:
