

WRITTEN CONSENT OF THE PARTNERS

OF

DESIGNATING THE TAX MATTERS PARTNER

The undersigned, being all of the partners (the "Partners") of _____, a _____ partnership (the "Partnership"), hereby consent to, adopt, and approve the following resolutions in writing without a meeting, pursuant to the authority granted by the Partnership Agreement and applicable state law:

WHEREAS, the Partnership is required to designate a "Tax Matters Partner" (within the meaning of Section 6231(a)(7) of the Internal Revenue Code, as applicable, and/or a "Partnership Representative" under Section 6223 of the Internal Revenue Code, as amended) to represent the Partnership in connection with certain tax matters, filings, and audits; and

WHEREAS, the Partners desire to designate _____ as the Tax Matters Partner of the Partnership;

NOW, THEREFORE, BE IT RESOLVED that _____ is hereby designated and appointed as the Tax Matters Partner (and/or Partnership Representative, as applicable) of the Partnership, with all the rights, powers, duties, and authorities associated with such designation under federal, state, and local tax laws; and

RESOLVED FURTHER that the Tax Matters Partner is authorized and directed, in the name and on behalf of the Partnership, to prepare, execute, and file all necessary documents, forms, agreements, and consents, and to take any and all such actions as may be necessary or advisable in connection with any audit, administrative, or judicial proceedings involving the tax liabilities of the Partnership; and

RESOLVED FURTHER, that all actions heretofore taken by the Partners or any designated representative of the Partnership in connection with the foregoing resolutions are hereby ratified, confirmed, and approved in all respects.

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 _____ day of _____, 20_____.

Date: _____

PARTNER:

By: _____

Name: _____

Title: _____

Date: _____

PARTNER:

By: _____

Name: _____

Title: _____

Date: _____

PARTNER:

By: _____

Name: _____

Title: _____