**ACTION BY WRITTEN CONSENT**

**OF THE SERIES AA PREFERRED STOCKHOLDERS OF**

**NEWCO, INC.**

**NOVEMBER 4, 2008**

The undersigned holders of Series AA Preferred Stock of NEWCO, INC., a Delaware corporation (the “***Company***”), pursuant to Section 228 of the Delaware General Corporation Law, hereby adopt the following resolution by written consent:

**APPOINTMENT OF SERIES AA DIRECTOR**

**WHEREAS**, the Company consummated a Series AA Preferred Stock financing (the “***Financing***”) on [November 4, 2010] (the “***Initial Closing Date***”); and

**WHEREAS**, pursuant to [Article IV, Section D, Subsection 2(c)] of the Company’s [Amended and Restated] Certificate of Incorporation, the holders of the Company’s Series AA Preferred Stock are entitled to elect one (1) director to the Company’s Board of Directors (the “Series AA Director”).

**NOW, THEREFORE, BE IT RESOLVED**, that, effective as of the Initial Closing Date, the undersigned stockholders hereby elect [somebody] as the Series AA Director who shall serve until his respective successor is duly elected and qualified, or until earlier resignation or removal.

This action by written consent may be signed in one or more counterparts, each of which shall be deemed an original, and all of which shall constitute one instrument. This action by written consent shall be filed with the minutes of the proceedings of the stockholders of the Company.

**[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]**

**IN WITNESS WHEREOF**, the undersigned have executed this action by written consent effective as of the date first set forth above.

**STOCKHOLDER:**

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

(Name of Stockholder)

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

(Signature)

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

(Name and Title, if applicable)

**SHARES OF CAPITAL STOCK HELD:**

Common Stock: 0

Series AA Preferred Stock: [16,667]