

**Board of Directors Resolutions Authorizing
the Corporation to Enter into and
Perform a Material Contract**

**RESOLUTIONS OF THE BOARD OF DIRECTORS
OF ^ABC INC.**

WHEREAS, there has been presented to this meeting a form of ^ Agreement between this Corporation and ^XYZ Inc., a ^ corporation ("^XYZ"), providing among other things, for ^, and, in connection therewith, for the expenditure by the Corporation of up to \$^ over a period of ^ and subject to the following terms and conditions: ^; and

WHEREAS, this Board has reviewed such form of Agreement and such terms and finds that it is in the best interest and to the benefit of the Corporation to enter into and perform such an agreement on such terms;

NOW THEREFORE BE IT RESOLVED, that the President or any Vice President of this Corporation, and each of them, be and hereby is authorized to execute, in the name and on behalf of this Corporation, and deliver a ^ Agreement between this Corporation and ^XYZ, substantially in the form of the ^ Agreement presented to this meeting, except for such changes, additions and deletions as to any or all of the terms and provisions thereof as the officer executing such ^ Agreement on behalf of this Corporation shall deem proper, such execution by such officer of a ^ Agreement between this Corporation and ^XYZ to be conclusive evidence that such officer deems all of the terms and provisions thereof to be proper;

FURTHER RESOLVED, that each and every officer of this Corporation be and hereby is authorized in the name and on behalf of this Corporation from time to time to take such actions and to execute and deliver such certificates, instruments, notices and documents as may be required or as such officer may deem necessary, advisable or proper in order to carry out and perform the obligations of this Corporation pursuant to these resolutions; all such actions to be performed in such manner, and all such certificates, instruments, notices and documents to be executed and delivered in such form, as the officer performing or executing the same shall approve, the performance or execution thereof by such officer to be conclusive evidence of the approval thereof by such officer and by this Board of Directors.