

**RESOLUTIONS OF THE DIRECTORS OF
«CORPORATION»
(the "Corporation")**

WHEREAS:

- A. The Corporation is indebted to CREDITOR in the amount of \$_____ as of _____ together with interest thereon (the "Debt");
- B. The Corporation agreed to grant security, inter alia a debenture, to CREDITOR in consideration of CREDITOR not demanding payment of loans then due from the Corporation to CREDITOR and in consideration of CREDITOR continuing to provide money, goods and services to the Corporation;
- C. The Corporation has executed and delivered the debenture to CREDITOR in accordance with the agreement made between CREDITOR and the Corporation;
- D. The Corporation is operating on a marginal, if not negative, cash flow basis;
- E. CREDITOR has demanded payment of the Debt and the Corporation cannot pay the Debt;
- F. CREDITOR has requested the consent of the Corporation to the appointment of _____ as the Receiver-Manager of the Corporation;
- G. It is in the best interests of the Corporation to consent to the appointment of a Receiver-Manager;
- H. CREDITOR as a Director of the Corporation has a material interest in the subject matter of the resolutions hereinafter recorded and wishes to disclose such material interest;
- I. It is in the best interests of the Corporation to make an assignment into bankruptcy in order to properly deal with its debts and claims made by its various creditors;

NOW THEREFORE BE IT RESOLVED THAT:

- 1. The Corporation acknowledges the Debt due CREDITOR.

THIS IS A 2-PAGE RESOLUTION.