

**RESOLUTIONS APPROVED BY
THE BOARD OF DIRECTORS OF
ALIPHCOM**

SEPTEMBER 17, 2012

**APPROVAL OF AMENDMENT TO SIXTH AMENDED AND RESTATED INVESTOR RIGHTS AGREEMENT
AND WAIVER OF NOTICE AND PARTICIPATION RIGHTS**

WHEREAS, the Company and certain Investors entered into the Sixth Amended and Restated Investor Rights Agreement, dated June 16, 2011 (the "**IRA**") in connection with the initial closing of the Series 5 Preferred Stock Financing;

WHEREAS, the Company has raised and is in the process of raising additional capital through sales of additional Series 5 Preferred Stock and the Company's Common Stock (the "**Additional Sales**");

WHEREAS, the Board believes it is in the best interests of the Company to amend the IRA to (i) include the Common Stock purchased and expected to be purchased by certain of the Investors and certain new investors in the definition of "Registrable Securities" contained in the IRA and (ii) permit any purchaser of the Company's Preferred Stock to become a party to the IRA by executing and delivering a counterpart signature page to the IRA (the "**IRA Amendment**"); and

WHEREAS, Section 11 of the IRA provides that the agreement may be amended only by written consent of the Company and the holders of a majority of the Registrable Securities then outstanding (including a majority of the then outstanding shares of Senior Preferred on an as-converted basis).

RESOLVED, that the IRA Amendment, in substantially the form attached hereto as **EXHIBIT A**, is hereby ratified and approved in all respects;

RESOLVED FURTHER, that the officers of the Company are authorized and directed, for and on behalf of the Company, to execute and deliver the IRA Amendment, and to take all actions deemed necessary or appropriate to cause the Company's obligations thereunder to be performed; and

RESOLVED FURTHER, that the officers of the Company are authorized and directed, for and on behalf of the Company, to negotiate or otherwise cause such additions, modifications, amendments or deletions to be made to the IRA Amendment, and the execution and delivery thereof by any officer of the Company shall be deemed conclusive evidence of the approval of any such addition, modification, amendment or deletion.

APPROVAL OF AMENDMENT TO FOURTH AMENDED AND RESTATED VOTING AGREEMENT

WHEREAS, the Company and certain Investors entered into the Fourth Amended and Restated Voting Agreement, dated June 16, 2011 (the "**VA**") in connection with the initial closing of the Series 5 Preferred Stock Financing;

WHEREAS, the Company is expecting to close the Additional Sales;

WHEREAS, the Board believes it is in the best interests of the Company to amend the VA to permit any purchaser of the Company's Preferred Stock to become a party to the VA by executing and delivering a counterpart signature page to the VA (the "*VA Amendment*"); and

WHEREAS, Section 3.5 of the VA provides that the agreement may be amended only by written consent of the Company, the holders of a majority of the Investor Shares (as defined therein), the holders of a majority of the shares of each Series of Senior Preferred and the holders of at least two-thirds of the Key Holder Shares then providing services to the Company as employees or consultants engaged by the Company (in a capacity other than solely as a director).

RESOLVED, that the VA Amendment, in substantially the form attached hereto as **EXHIBIT B**, is hereby ratified and approved in all respects;

RESOLVED FURTHER, that the officers of the Company are authorized and directed, for and on behalf of the Company, to execute and deliver the VA Amendment, and to take all actions deemed necessary or appropriate to cause the Company's obligations thereunder to be performed; and

RESOLVED FURTHER, that the officers of the Company are authorized and directed, for and on behalf of the Company, to negotiate or otherwise cause such additions, modifications, amendments or deletions to be made to the VA Amendment, and the execution and delivery thereof by any officer of the Company shall be deemed conclusive evidence of the approval of any such addition, modification, amendment or deletion.

APPROVAL OF AMENDMENT TO THIRD AMENDED AND RESTATED RIGHT OF FIRST REFUSAL AGREEMENT

WHEREAS, the Company and certain Investors entered into the Third Amended and Restated Right of First Refusal Agreement, dated June 16, 2011 (the "*ROFR*") in connection with the initial closing of the Series 5 Preferred Stock Financing;

WHEREAS, the Company is expecting to close the Additional Sales;

WHEREAS, the Board believes it is in the best interests of the Company to amend the ROFR to permit any purchaser of the Company's Preferred Stock to become a party to the ROFR by executing and delivering a counterpart signature page to the ROFR (the "*ROFR Amendment*"); and

WHEREAS, Section 6.3 of the ROFR provides that the agreement may be amended only by written consent of the Company and the holders of a majority in interest of the Senior Preferred.

RESOLVED, that the ROFR Amendment, in substantially the form attached hereto as **EXHIBIT C**, is hereby ratified and approved in all respects;

RESOLVED FURTHER, that the officers of the Company are authorized and directed, for and on behalf of the Company, to execute and deliver the ROFR Amendment, and to take all actions deemed necessary or appropriate to cause the Company's obligations thereunder to be performed; and

RESOLVED FURTHER, that the officers of the Company are authorized and directed, for and on behalf of the Company, to negotiate or otherwise cause such additions, modifications, amendments or deletions to be made to the ROFR Amendment, and the execution and delivery thereof by any officer of the Company shall be deemed conclusive evidence of the approval of any such addition, modification, amendment or deletion.

APPROVAL OF WAIVER AND ACKNOWLEDGEMENT UNDER THE SERIES 5 PREFERRED STOCK PURCHASE AGREEMENT

WHEREAS, the Company and certain Purchasers have entered into the Series 5 Preferred Stock Purchase Agreement, dated June 16, 2011 (the "**SPA**") in connection with the initial and subsequent closings of the Series 5 Preferred Stock Financing;

WHEREAS, the Board previously authorized the sale and issuance of up to an aggregate of 11,500,000 shares of its Series 5 Preferred Stock (the "**Shares**") pursuant to the terms and conditions of the SPA;

WHEREAS, the Company has sold an aggregate of 8,274,082 shares pursuant to the SPA;

WHEREAS, the Board deems it in the best interests of the Company to authorize the sale of any or all of the remaining Shares pursuant to the terms of one or more additional agreements and wishes to clarify that the provisions of Section 2.2 of the SPA shall not apply to any such Shares (the "**SPA Waiver and Acknowledgment**");

WHEREAS, Section 6.6 of the SPA provides that the SPA may be amended or waived only by written consent of the Company and the holders of a majority of the then outstanding Shares purchased under the SPA.

RESOLVED, that the SPA Waiver and Acknowledgment, in substantially the form attached hereto as **EXHIBIT D**, is hereby ratified and approved in all respects;

RESOLVED FURTHER, that the officers of the Company are authorized and directed, for and on behalf of the Company, to execute and deliver the SPA Waiver and Acknowledgment, and to take all actions deemed necessary or appropriate to cause the Company's obligations thereunder to be performed; and

RESOLVED FURTHER, that the officers of the Company are authorized and directed, for and on behalf of the Company, to negotiate or otherwise cause such additions, modifications, amendments or deletions to be made to the SPA Waiver and Acknowledgment, and the execution and delivery thereof by any officer of the Company shall be deemed conclusive evidence of the approval of any such addition, modification, amendment or deletion.

SERIES 5 PREFERRED AND COMMON STOCK FINANCING

WHEREAS, the Board believes it is in the best interest of the Company to raise up to an aggregate of approximately \$10,000,000 pursuant to the issuance and sale of its Series 5 Preferred Stock and \$10,000,000 pursuant to the issuance and sale of its Common Stock (the "*Financing*").

NOW, THEREFORE, BE IT RESOLVED, that one or more Series 5 Preferred and Common Stock Purchase Agreements in substantially the form attached hereto as **EXHIBIT E** (the "*Purchase Agreement*"), providing for, among other things, the issuance and sale by the Company of shares of the Series 5 Preferred Stock and Common Stock at purchase prices of \$7.19113 and \$3.96752 per share, respectively, are approved in all respects;

RESOLVED FURTHER, that the officers of the Company be, and each of them hereby is, authorized and directed, for and on behalf of the Company, to execute and deliver the Purchase Agreement, and any and all other agreements, certificates or documents required or contemplated by the Purchase Agreement or deemed necessary or appropriate in connection therewith, and to take all actions deemed necessary or appropriate to cause the Company's obligations thereunder to be performed;

RESOLVED FURTHER, that the officers of the Company be, and each of them hereby is, authorized and directed, for and on behalf of the Company, to negotiate or otherwise cause such additions, modifications, amendments or deletions to be made to the Purchase Agreement, and such other agreements, certificates or documents, as any such officer may approve, and the execution and delivery thereof by any officer of the Company shall be deemed conclusive evidence of the approval of any such addition, modification, amendment or deletion;

RESOLVED FURTHER, that up to 1,390,602 shares of the Company's Series 5 Preferred Stock and 2,520,466 shares of the Company's Common Stock are reserved for issuance pursuant to the terms of the Purchase Agreement, and that the officers of the Company be, and each of them hereby is, authorized and directed, for and on behalf of the Company, to sell and issue the Series 5 Preferred Stock and Common Stock for the consideration provided for in the Purchase Agreement and otherwise upon the terms and conditions described therein;

RESOLVED FURTHER, that the issuance and delivery of the shares of Common Stock issuable upon conversion of the Series 5 Preferred Stock is hereby authorized and approved in all respects and up to 2,520,466 shares of the Company's Common Stock (and any additional shares of Common Stock issuable upon conversion of any shares of such Series 5 Preferred Stock issued upon operation of any anti-dilution or other adjustment provisions provided for under the Articles of Incorporation) be, and they hereby are, reserved for issuance upon the conversion of the Series 5 Preferred Stock;

RESOLVED FURTHER, that when the consideration provided for in the Purchase Agreement has been received by the Company, the shares of Series 5 Preferred Stock and Common Stock issued thereunder shall be duly and validly issued, fully-paid and nonassessable, and the shares of Common Stock issuable upon conversion of the Series 5 Preferred Stock, when issued upon conversion of the Series 5 Preferred Stock as provided

for in the Articles of Incorporation, shall be duly and validly issued, fully paid and nonassessable;

RESOLVED FURTHER, that the officers of the Company be, and each of them hereby is, authorized and directed, for and on behalf of the Company, to execute and deliver one or more certificates for the Series 5 Preferred Stock, the Common Stock and any shares of Common Stock issued upon conversion of the Series 5 Preferred Stock, in such form as may be approved by such officers; and

RESOLVED FURTHER, that the Series 5 Preferred Stock and Common Stock shall be offered, sold and issued in reliance on any applicable exemption from registration provided by the Securities Act of 1933, as amended, and any applicable exemption under applicable state blue sky laws, and that the officers of the Company be, and each of them hereby is, authorized and directed, for and on behalf of the Company, to execute and file any forms, certificates, notices or other documents that are necessary or appropriate pursuant to federal or state securities laws.

GENERAL AUTHORIZING RESOLUTION

RESOLVED, that the officers of the Company be, and each of them hereby is, authorized and directed, for and on behalf of the Company, to take such further action and execute such additional documents as each may deem necessary or appropriate to carry out the purposes of the above resolutions.

EXHIBIT A

**AMENDMENT TO SIXTH AMENDED AND RESTATED INVESTOR RIGHTS AGREEMENT AND WAIVER OF
NOTICE AND PARTICIPATION RIGHTS**

EXHIBIT B

AMENDMENT TO FOURTH AMENDED AND RESTATED VOTING AGREEMENT

EXHIBIT C

AMENDMENT TO THIRD AMENDED AND RESTATED RIGHT OF FIRST REFUSAL AGREEMENT

EXHIBIT D

WAIVER AND ACKNOWLEDGEMENT UNDER SERIES 5 PREFERRED STOCK PURCHASE AGREEMENT

EXHIBIT E

FORM OF SERIES 5 PREFERRED AND COMMON STOCK PURCHASE AGREEMENT