

**RESOLUTION BY CONSENT
OF THE SOLE MEMBER OF NARROWS HOLDINGS LLC**

The undersigned, being the sole member (the “Member”) of NARROWS HOLDINGS LLC, a New York limited liability company (the “Company”), does hereby adopt and approve the following resolution in accordance with the applicable provisions of state law. Such resolution shall be valid and have the same force and effect as though the resolution had been authorized at a meeting of the members of the Company.

WHEREAS, the Member believes it is in the best interests of the Company to accept a contribution of the assets listed on Schedule A of the Contribution Agreement, a copy of which is attached hereto as Exhibit A (the “Contribution Agreement”), in exchange for an adjustment of the Member’s capital account to reflect the value of such contribution.

NOW THEREFORE, BE IT

RESOLVED, that the contribution of the assets listed on Schedule A of the Contribution Agreement is hereby approved.

FURTHER RESOLVED, that the Contribution Agreement shall be, and hereby is, approved in all respects.

FURTHER RESOLVED, that the Member is hereby authorized to execute and deliver such other agreements or instruments and take such other action on behalf of the Company as would be necessary, desirable or appropriate in order to carry out the provisions of the foregoing resolution.

FURTHER RESOLVED, that all actions previously taken by the Member in furtherance of the foregoing resolution are hereby ratified and confirmed.

Dated as of the 21st day of October, 2014.

SOLE MEMBER

LEON D. BLACK

EXHIBIT A
CONTRIBUTION AGREEMENT