

**WRITTEN CONSENT
OF
THE MANAGING MEMBER
OF
SM/STRATFOR PARTNERS, LLC**

July 30, 2011

The undersigned, being the managing member (the “*Managing Member*”) of SM/Stratfor Partners, LLC (the “*Company*”), a limited liability company organized and existing under the laws of the State of Delaware, does hereby consent, pursuant to the Delaware Limited Liability Company Act (the “*Act*”), to the adoption of the resolutions set forth herein and that such action be taken without a meeting pursuant to the Act.

The Company, being the managing member of Stratcap Management Company, LLC (the “*Management Company*”), a limited liability company organized and existing under the laws of the State of Delaware, does hereby consent, pursuant to the Act, to the adoption of the resolutions set forth herein and that such action be taken without a meeting pursuant to the Act.

ORGANIZATIONAL RESOLUTIONS

Certificate of Formation of the Management Company

RESOLVED, that formation of the Management Company pursuant to the Certificate of Formation of the Management Company filed with the Secretary of State of the State of Delaware on July 13, 2011 (the “*Certificate of Formation*”), and the filing of the Certificate of Formation with the Secretary of State of the State of Delaware be, and each hereby is, ratified and approved; and be it further

RESOLVED, that the Certificate of Formation be, and hereby is, adopted and ratified in all respects as the Certificate of Formation of this Management Company and the Company, as its managing member, be, and hereby is, authorized and directed to file the Certificate of Formation in the corporate books and records of the Management Company; and be it further

Limited Liability Company Agreement of the Management Company

RESOLVED, that that the form, terms and provisions of the Limited Liability Company Agreement of the Management Company, dated as of August 1, 2011, and substantially in the form of the draft reviewed on July 29, 2011, as may be modified by mutual agreement of the parties thereto (the “*LLC Agreement*”), is hereby, approved, authorized, adopted and ratified in all respects; the Company, as the managing member of the Management Company, hereby is authorized and directed in the name and on behalf of the Management Company, to negotiate, execute and deliver the LLC Agreement and the other documents and instruments contemplated thereby on behalf of the Management Company; that the Management

Company is hereby authorized to enter into and perform its obligations under the LLC Agreement; and be it further

Principal Office of the Management Company

RESOLVED, that the principal office of the Management Company be, and hereby is, located at [2711 Centreville Road, Suite 400, City of Wilmington, County of New Castle, Delaware 19808],¹ and be it further

Authorization of Banking Relationships of the Management Company

RESOLVED, that the Company, as the managing member of the Management Company, be, and hereby is, authorized to decide upon the opening of bank and brokerage accounts and the establishment of other traditional banking and brokerage relationships with any bank or brokerage firm or similar institution on behalf of the Management Company and is hereby duly authorized to open and maintain, transfer, modify, designate and withdraw the designation of signatories for, and close, bank and brokerage accounts in the name of and on behalf of the Management Company, and to place such restrictions on withdrawals and loans from such accounts as shall be within the policy of the Management Company and to enter into such other forms of banking and brokerage transactions, including entering into loans and obtaining letters of credit, as he may deem necessary or desirable for the successful and continued operation of the business of the Management Company; that, subject to such decision, any document may be executed which is necessary to effectuate the aforementioned action; and that any form of resolution which is required from time to time to be adopted to effectuate any of the foregoing actions regarding any such account with any such bank, broker or similar institution shall, subject to the aforementioned requirements, be hereby adopted and incorporated by reference herein as if set out in full herein, and that a copy of any such resolution adopted pursuant hereto shall be placed in the minute books of the Management Company, where appropriate; and be it further

RESOLVED, that the Company, as the managing member of the Management Company, be, and hereby is, authorized and directed to pay any such additional fees and expenses, to reimburse any person for expenses incurred by them in connection with the organization of the Management Company, and to procure and pay for the proper corporate books; and be it further

Qualification of the Management Company to do Business

RESOLVED, that for the purpose of authorizing the Management Company to do business in any state, territory or dependency of the United States or any foreign country in which it is necessary or expedient for the Management Company to transact business, the Company, as the managing member of the Management Company, be, and hereby is, authorized to appoint and substitute all necessary agents or attorneys for service of process, to designate and change the location of all necessary certificates, reports, powers of attorney and other instruments as may be required by the laws of such state, territory, dependency or country to

¹ NTD: Austin address?

authorize the Management Company to transact business therein and to file such certificates, reports, powers or attorney and other instruments in such jurisdictions or with such governmental agencies as may be required to authorize the Management Company to transact business and whenever it is expedient for the Management Company to cease doing business therein and withdraw therefrom, to revoke any appointment of agent or attorney for service of process, and to file such certificates, reports, revocation of appointments, or surrender of authority as may be necessary to terminate the authority of the Management Company to do business in any such state, territory, dependency or country; and be it further

TRANSACTIONAL RESOLUTIONS

Amendment to the Contribution and Subscription Agreement

RESOLVED, that the form, terms and provisions of the Amendment to the Contribution and Subscription Agreement among Stratfor Enterprises, LLC, Strategic Forecasting, Inc., dated as of August 1, 2011, and substantially in the form of the draft reviewed on July 29, 2011, as may be modified by mutual agreement of the parties thereto (the “*Contribution Agreement*”), is hereby approved, authorized, adopted and ratified in all respects; the Managing Member hereby is authorized and directed in the name and on behalf of the Company, to negotiate, execute and deliver the Contribution Agreement and other documents and instruments contemplated thereby on behalf of the Company; that the Company is hereby authorized to enter into and perform its obligations under the LLC Agreement; and be it further

Limited Liability Company Agreement of Stratfor Enterprises, LLC

RESOLVED, that that the form, terms and provisions of the Limited Liability Company Agreement of Stratfor Enterprises, LLC, dated as of August 1, 2011, and substantially in the form of the draft reviewed on July 29, 2011, as may be modified by mutual agreement of the parties thereto (the “*Stratfor Enterprises LLC Agreement*”), is hereby approved, authorized, adopted and ratified in all respects; the Managing Member hereby is authorized and directed in the name and on behalf of the Company, to negotiate, execute and deliver the Stratfor Enterprises LLC Agreement and other documents and instruments contemplated thereby on behalf of the Company; that the Company is hereby authorized to enter into and perform its obligations under the Stratfor Enterprises LLC Agreement; and be it further

Approval of Services Agreement for the Management Company

RESOLVED, that the form, terms and provisions of the Services Agreement between Stratfor Enterprises, LLC and the Management Company, dated as of August 1, 2011, and substantially in the form of the draft reviewed on July 29, 2011, as may be modified by mutual agreement of the parties thereto (the “*Services Agreement*”), is hereby approved, authorized adopted and ratified in all respects; the Company, as the managing member of the Management Company hereby is authorized and directed in the name and on behalf of the Management Company, to negotiate, execute and deliver the Services Agreement and other documents and instruments contemplated thereby on behalf of the Management Company; that the Management Company is hereby authorized to enter into and perform its obligations under the Services Agreement; and be it further

Approval of Facilities Agreement for the Management Company

RESOLVED, that the form, terms and provisions of the Facilities Agreement between Stratfor Enterprises, LLC and the Management Company, dated as of August 1, 2011, and substantially in the form of the draft reviewed on July 29, 2011, as may be modified by mutual agreement of the parties thereto (the “*Facilities Agreement*”), is hereby approved, authorized, adopted and ratified in all respects; the Company, as the managing member of the Management Company hereby is authorized and directed in the name and on behalf of the Management Company, to negotiate, execute and deliver the Facilities Agreement and other documents and instruments contemplated thereby on behalf of the Management Company; that the Management Company is hereby authorized to enter into and perform its obligations under the Facilities Agreement; and be it further

MISCELLANEOUS

RESOLVED, that the Managing Member, be, and hereby is, authorized, empowered and directed, acting alone, to effect these resolutions and the transactions contemplated hereby by executing and delivering all agreements, instruments, certificates and documents deemed by the Managing Member, to be necessary, advisable or desirable in connection with the matters set forth herein and such other agreements, instruments, certificates or documents in connection with the transactions described herein as the Managing Member, executing and delivering the same deems necessary, advisable or desirable; and be it further

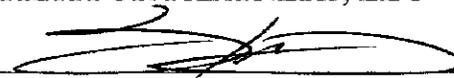
RESOLVED, that the Managing Member, be, and hereby is, authorized, empowered and directed, acting alone, to sign, execute, certify to, verify, acknowledge, deliver, accept, file and record any and all such agreements, instruments, certificates and documents and to take or cause to be taken any and all such actions, in such appropriate capacity as the Managing Member shall, in its sole discretion, deem necessary or desirable in order to effect the purposes of the foregoing resolutions, and the Managing Member’s signature or actions taken by the Managing Member shall be conclusive evidence that the Managing Member did deem the same to meet such standards; and be it further

RESOLVED, that any and all action taken by the Managing Member prior to the date hereof and effecting the purposes of the foregoing resolutions is hereby ratified, approved, confirmed and adopted in all respects.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, the undersigned has set their hand hereto effective as of the date hereof.

SM/STRATFOR PARTNERS, LLC

By: 

Name: Shea Morenz

Title: Managing Member