

**CERTIFICATE OF RESOLUTION**

Shepherd Capital Management LLC by and through its Managing Member, Russell Mackert (collectively, "Shepherd"), certifies that pursuant to the Declaratory Judgment entered on August 27, 2009 ("Judgment") in the litigation entitled *Shepherd Capital Management, LLC v. A&O Life Funds LP and Physicians Trust, LLC* pending in the Circuit Court of Cook County, Illinois, County Department, Chancery Division as Case No. 09 CH 22301 (a copy of which Judgment is attached hereto and incorporated herein as Exhibit A), Shepherd is authorized to execute and deliver this certificate on behalf of the following entities (collectively, the "Companies"):

Life Funds 5.1, LLC  
A&O Bonded Life Assets, LLC  
Life Funds 5.2, LLC  
A&O Bonded Life Settlements, LLC  
A&O Life Funds, LLC  
Houston Tanglewood Partners, LLC and  
A&O Resource Management LLC

**RESOLVED** that, pursuant to Paragraph 3 of the Judgment stating "This Court declares that [Shepherd] has the authority to protect the assets of the [Companies] which includes the authority to retain counsel and file all necessary Bankruptcy Petitions and related documents for [the Companies]," it is desirable and in the best interest of the Companies, their respective creditors, investors, members, employees and other interested parties that the Companies file individual voluntary petitions for relief under the provisions of Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code"); and

**RESOLVED FURTHER**, pursuant to the Judgment, Shepherd is hereby authorized and empowered on behalf of, and in the name of, the Companies, to execute and verify or certify individual petitions under Chapter 11 of the Bankruptcy Code for each Company and to cause the same to be filed with the United States Bankruptcy Court for the Northern District of Illinois, Eastern Division, at such time as Shepherd as the "authorized officer" shall determine; and

**RESOLVED FURTHER**, that Shepherd is authorized and empowered, on behalf of, and in the name of, the Companies to execute and file all petitions, schedules, lists, and other papers on behalf of each Company and to take any and all action that may be deemed necessary or proper in connection with each Company's Chapter 11 case; and

**RESOLVED FURTHER**, that each of the members of the law firm of Arnstein & Lehr LLP, in any of its various offices throughout the United States, shall be employed as attorneys for the Companies in the Companies' respective Chapter 11 cases and that the Companies shall pay Arnstein & Lehr LLP an appropriate retainer in an amount which Shepherd deems necessary or proper in connection with each Company's Chapter 11 case; and

**RESOLVED FURTHER**, that each of the principals and employees of Development Specialists, Inc. shall be employed as financial consultants for the Companies in the Companies' Chapter 11 cases; and

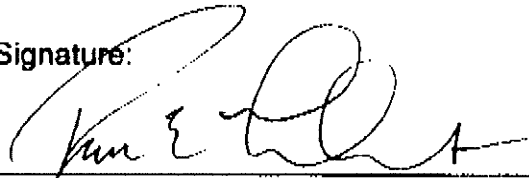
**RESOLVED FURTHER**, that each of the principals and employees of Lewis & Ellis, Inc., located in Richardson, Texas, shall be employed as actuarial experts for the Companies in the Companies' Chapter 11 cases; and

**RESOLVED FURTHER**, that Shepherd is authorized and empowered, on behalf of, and in the name of the Companies to retain and employ other attorneys, investment bankers, accountants, and other professionals to assist each of the Company's Chapter 11 case on such terms that Shepherd deems necessary, proper and desirable; and

**RESOLVED FURTHER** that to protect the integrity of the Companies' assets and maximize their value, the Companies shall seek authority from the Bankruptcy Court to borrow against the cash value of the Companies' respective life insurance policies, and to use such funds to satisfy past due and ongoing insurance premiums and other operating expenses of the Companies in their Chapter 11 cases including without limitation the payment of professional fees and expenses.

**IN WITNESS WHEREOF**, I have hereunto set my hand on this 2<sup>nd</sup> day of September 2009.

Signature:

A handwritten signature in black ink, appearing to read "Russell Mackert", written over a horizontal line.

Russell Mackert

Managing Member of Shepherd Capital Management LLC