November 22, 2016

Andrew Behar

CEO

As You Sow Foundation

1611 Telegraph Ave., Ste. 1450

Oakland, CA 94612

**Re: Authorization to File Shareholder Resolution**

Dear Andrew Behar,

As of November 22, 2016, the undersigned, **CLIENT NAME** (the “Stockholder”) authorizes As You Sow to file or cofile a shareholder resolution on Stockholder’s behalf with **COMPANY NAME**, and that it be included in the 2017 proxy statement, in accordance with Rule 14-a8 of the General Rules and Regulations of the Securities and Exchange Act of 1934.

The Stockholder has continuously owned over $2,000 worth of **COMPANY NAME** stock, with voting rights, for over a year. The Stockholder intends to hold the required amount of stock through the date of the company’s annual meeting in 2017.

The Stockholder gives As You Sow the authority to deal on the Stockholder’s behalf with any and all aspects of the shareholder resolution, including designating another entity as lead filer and representative of the shareholder. The Stockholder understands that the Stockholder’s name may appear on the company’s proxy statement as the filer of the aforementioned resolution, and that the media may mention the Stockholder’s name related to the resolution.

Sincerely,

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**SAMPLE CLIENT NAME**

General Partner