



December 23, 2022

By Email to Organizer and Investors

Notice of Resignation as Special Purpose Vehicle (“SPV”) Manager

To the that extent that Assure Fund Management II, LLC or Assure Fund Management, LLC, or any of their affiliates, as the case may be (collectively “**Assure**”) serves as the Manager of any limited liability company or series of a limited liability company for which you or your affiliates are the Organizer or investment adviser (your SPVs) –

Assure hereby resigns as the Manager of each SPV as permitted by the SPV’s operating agreement or other governing documents.

To the extent an SPV is a limited liability company (not a series thereof) and Assure is listed as the sole member of that SPV, Assure transfers its interest as the sole member of the SPV at no cost to the person who becomes the successor Manager.

Organizers: As the Organizer, you should appoint a successor Manager to handle the affairs of your SPVs such as their annual tax filing and the management and approval of any future distribution.

If you have already replaced Assure as Manager of your SPVs or Assure was not originally the Manager, please disregard this notice.

You may complete the attached form to document your appointment of the new SPV manager. This document (or another form provided to you by counsel) and your SPV Operating Agreement will be necessary to open a bank or brokerage account for the SPV. Assure does not need a copy of the completed attached form.

Investors: *No Action is Required. This does not change your investment in an SPV.* This notice of resignation is required by your SPV Operating Agreement to effect the resignation of Assure as Manager of the SPV. *If you have not already, download your documents from Glassboard by January 31.*

Sincerely,

Assure

Jeremy Neilson

Jeremy Neilson, CEO

AMENDMENT TO LIMITED LIABILITY COMPANY AGREEMENT

of

[FOR SERIES] **Name of Your Series SPV**, a series of **Name of the LLC**,
a Delaware limited liability company (the “Fund”)

[FOR MULTIPLE SERIES] The series listed on Appendix A (each a “Fund”), each a series of
Name of the LLC

[FOR LLC ENTITIES] **Name of the LLC**,
a Delaware limited liability company (the “Fund”)

Whereas, on or about December 23, 2022, Assure Fund Management II, LLC tendered its (or its affiliates’) resignation as Manager of the Fund and, if applicable offered to transfers its (or its affiliates) interest as the sole member of the Fund to the Organizer; and

Whereas, the Organizer of the Fund wishes to appoint a new Manager and, if applicable, accept the transfer of the interest as the sole member of the Fund;

The Limited Liability Company Agreement of the Fund is amended as of **DATE** as follows:

1. To appoint **Name of Your New Manager** as the Manager and, if applicable, sole member of the Fund; and
2. To change all references to Assure Fund Management II, LLC (and its affiliates’) to **Name of Your New Manager**.

Name of Your New Manager

Accepts its appointment as Manager and, if applicable, accept the transfer of the interest as sole member of the Fund.

By: _____
Name:
Title:

Instructions

1. Fill in the **Yellow** items: (i) Name(s) of your SPV(s) or LLC entity, (ii) Date, and (iii) the name of your new Manager
2. Choose one of the options “For Series,” For Multiple Series,” or “For LLC Entities” and delete the others. Also, delete the bracketed labels.
3. Execute the document. Before executing, delete these Instructions.
4. Keep the executed document with your Fund Operating Agreement

Appendix A
List of SPVs

Name of Series 1, a series of Name of the LLC

Name of Series 2, a series of Name of the LLC

Name of Series 3, a series of Name of the LLC

Etc.