

**Instructions to Divide Your SPVs
out of
Assure Controlled DE Master LLCs**

A. Options. The attached forms of Certificate of Division and Plan of Division and are used to move your SPVs operating as series of an Assure Controlled Master LLC into a new Delaware Master LLC that you have created and manage. Effectively, “divide” the Master LLC.

If you have SPVs operating under a single Assure Controlled Master LLC they can all divide into a single Master LLC that you create.

If you have SPVs operating under more than one Assure Controlled Master SPV (i.e., Assure Labs GB 2021, LLC and Assure Labs GB 2022, LLC), you will need to effect a Division for each Assure Controlled Master SPV into a new Master LLC that you create. Thereafter, if you wish, you can merge your Master LLCs.

B. Assure Controlled Masters. Following is a list of information concerning all Assure Controlled Master LLCs. This information will assist you in filing in the forms:

| Assure Controlled Master LLC | Manager | Date of Formation |
|-------------------------------------|--------------------------------|--------------------------|
| Assure Labs 2019, LLC | Assure Fund Management II, LLC | 10/14/2019 |
| Assure Labs 2020, LLC | Assure Fund Management II, LLC | 12/11/2019 |
| Assure Labs 2021, LLC | Assure Fund Management II, LLC | 12/18/2020 |
| Assure Labs 2022, LLC | Assure Fund Management II, LLC | 12/30/2021 |
| Assure Labs GB 2021, LLC | Assure Fund Management II, LLC | 07/21/2021 |
| Assure Labs GB 2022, LLC | Assure Fund Management II, LLC | 12/20/2021 |
| Assure Standard Master GB 2022, LLC | Assure Fund Management II, LLC | 12/21/2021 |

C. Your New Master SPVs. Assure has separately sent you Templates to create a Master SPV in Delaware (the LLC’s Certificate of Formation) and adopt an Operating Agreement for the Master LLC (the Operating Agreement). Your SPVs after the division will each operate under their existing LLC Operating Agreements that they adopted when they were formed.

D. Process. A Division is effected under §18-217 of the Delaware Limited Inability Company Act.

1. Replace Assure as Manager of each of Client’s SPVs with an entity you wish to be the Manager.
Note: There are separate Templates to accomplish this.
2. A separate Division must be done for those Client SPVs that operate as series in each Assure Controlled Master LLC.
3. Identify all Client SPVs that are associated with each Assure Controlled Master LLC.
4. Complete the Division documents by filing in the applicable **yellow** highlights.
 - Name, date of formation, and manager of the Assure Controlled Master LLC. See the table above. (Check your SPV operating agreements for the name of the Assure Controlled Master LLC)
 - Name of Your Newly Formed Master, LLC
 - Date
 - The name of each of your SPVs operating as Series in the Assure Controlled Master LLC (these are listed in the Appendix A)
5. Attach the completed “Certificate of Formation” of your to be Newly Formed Master LLC to the Plan of Division. (Do not File this Separately; it is Filed *With* the Certificate of Division)
6. Send the Divisions Documents to Assure (support@assure.co) for Assure’s signature.

E. Filing in Delaware. You can file online in Delaware at <https://corp.delaware.gov/document-upload-service-information/>

- Click on “**click here**”

- Click **“Document Upload”**
- Choose your priority for the filing (faster processing cost more)
- Complete your information and upload your Division Document. In the Document Request Type choose from the drop downs **“Document Filing Request”**
- **WHAT TO FILE:** The file you upload is one document containing (i) the executed Certificate of Division and (ii) the executed Certificate of Formation for your new Delaware LLC.
- **PAYMENT:** You can pay by credit card. The fees are \$200 for the Division and \$90 for the creatin of your new LLC. You will also be charged for priority filings.
- Document Upload Services is available from 7:45am to 11:59pm, Monday thru Thursday and from 7:45am to 10:30pm on Friday, excluding Delaware State Holidays

**STATE OF DELAWARE
CERTIFICATE OF DIVISION OF
DOMESTIC LIMITED LIABILITY COMPANY**

Pursuant to Title 6, Section 18-217 of the Delaware Limited Liability Act, the undersigned limited liability company executed the following Certificate of Division:

FIRST: The name of the dividing company is **Name of the Assure Master, LLC** (“Dividing Company”), which will be a surviving company.

SECOND: The date of the filing of the original certificate of formation of the Dividing Company with the Secretary of State was **Date of Formation**.

THIRD: The name of each division company is (i) the Dividing Company, and (ii) **Name of Your Newly Formed Master, LLC**, a resulting company.

FOURTH: The name and business address of the division contact required by paragraph (g)(3) of Section 18-217 is:

Name of the Assure Master, LLC
c/o Assure Fund Management II, LLC, its manager
6510 Millrock Drive, Suite 400, Salt Lake City, UT 84121
and
PO Box 171305, Salt Lake City, UT 84117

FIFTH: This Certificate shall be effective as of its filing.

SIXTH: The division described herein has been approved in accordance with Title 6, Section 18-217 of the Delaware Limited Liability Act.

SEVENTH: The plan of division related to this division is on file at a place of business of **Name of the Assure Master, LLC**, the division company at:

Name of the Assure Master, LLC
c/o Assure Fund Management II, LLC
6510 Millrock Drive, Suite 400, Salt Lake City, UT 84121
and
PO Box 171305, Salt Lake City, UT 84117

EIGHTH: A copy of the plan of division will be furnished by **Name of the Assure Master, LLC** on request and without cost to any member of **Name of the Assure Master, LLC**.

IN WITNESS WHEREOF, said dividing company has caused this certificate to be signed by an authorized person, the **Day** of **Month** A.D., 2022.

By: Assure Fund Management II, LLC, its manager

By: _____
Name:
Authorized Officer

Plan of Division
of
Name of the Assure Master, LLC
(the “Dividing Company”)

This Plan of Division (“**Plan**”) is made by the Dividing Company, a series Delaware limited liability company (“**Dividing Company**”) on **Month Day**, 2022.

1. Dividing Company shall divide as of the close of business on the date it files a Certificate of Division with the Secretary of State of Delaware into (i) itself, as “surviving company,” as that term is defined in Section 18-217 of the Delaware Limited Liability Act, and (ii) **Name of Your Newly Formed Master, LLC**, a newly formed Delaware limited liability company formed as a consequence of the division described in this Plan (“**New LLC**,” and each of Dividing Company and New LLC a “**Division Company**”).

2. No change to the Certificate of Formation or Limited Liability Company Operating Agreement of Dividing Company shall be effected by the division. The Certificate of Formation and Limited Liability Company Operating Agreement of New LLC is attached hereto as Appendix B.

3. All assets, property, rights, debts, liabilities, and duties of Dividing Company, except as otherwise noted in this paragraph, shall remain with and be allocated to Dividing Company. All of the series of Dividing Company shall remain with and be allocated to Dividing Company except for those series listed in Appendix A which shall be allocated to and become series of New LLC. All of the assets, property, rights, debts, liabilities and duties of each series of Dividing Company shall be allocated to and remain with the applicable series (i.e., all of the assets, property, rights, debts, liabilities and duties of each series listed in Appendix A shall be allocated to and remain with those applicable series, as series of New LLC).

4. Any member of Dividing Company or of any series of Dividing Company, except as otherwise noted in this paragraph, shall remain a member of Dividing Company or the applicable series, respectively, without any change. All of the members of each series of Dividing Company listed in Appendix A, shall remain a member of the applicable series, which shall become a series of New LLC, without any change.

5. The division contact as that term is defined in Section 18-217 of the Delaware Limited Liability Act shall be the Dividing Company, c/o Assure Fund Management II, LLC, its manager, 6510 Millrock Drive, Suite 400, Salt Lake City, UT 84121 and PO Box 171305, Salt Lake City, UT 84117. The division contact shall have custody of this Plan. The division contact or any successor division contact shall serve as such for six years following the effective date of the division and during such six year period shall provide, without cost, to any creditor of Dividing Company within 30 days’ following the division contact’s receipt of a written request from any creditor of Dividing Company the name and business address of the Division Company to which the claim of such creditor was allocated pursuant to this Plan.

6. Nothing herein is intended in any way to change the rights and responsibilities of any series of Dividing Company (or of the series listed in Appendix A, other than those series becoming series of New LLC in accordance with this Plan). The debts, liabilities, obligations and expenses incurred, with respect to a series will be enforceable against the assets of that series only and not against the assets of either Division Company generally or any other series of a Division Company, and none of the debts, liabilities, obligations and expenses incurred, contracted for or otherwise existing with respect to a Division Company generally or any other series of a Division Company will be enforceable against the assets of a series. A member participating in one series will have no rights or interest with respect to any other series of a Dividing Company, other than through that member's interest in that other series independently acquired by that member. This Plan and all provisions herein will be interpreted in a manner to give full effect to the continuing separateness of each series.

In Witness Whereof, Dividing Company has caused this Plan to be signed by an authorized person.

By: Assure Fund Management II, LLC, its manager

By: _____

Name: _____
Authorized Person

**Plan of Division
of
Name of the Assure Master, LLC**

APPENDIX A

Series Name

Your 1st SPV Name, a Series of Name of the Assure Master, LLC
Your 2nd SPV Name, a Series of Name of the Assure Master, LLC
Etc.

**Plan of Division
of
Name of the Assure Master, LLC**

APPENDIX B

[Attach the executed Certificate of Formation of your Newly Formed Master LLC]