

**EXHIBIT A**

**Action of Members by Unanimous Written Consent**

[TO BE DRAFTED BY BL TRADING, LLC]

**BL TRADING, LLC**

**ACTION OF MEMBERS  
BY UNANIMOUS WRITTEN CONSENT**

**November ~~18~~, 2010**

The undersigned, being the holders of 100% of the Member interests in BL Trading, LLC (the "Company"), hereby adopt the following resolutions:

WHEREAS, the Company has been the subject of a grand jury investigation (the "Investigation") conducted by the Office of the United States Attorney for the District of Massachusetts (the "USAO");

WHEREAS, the Company has cooperated fully with the USAO in the Investigation;

WHEREAS, the Investigation has uncovered evidence of criminal conduct initiated by former Company employees but also involving current Company employees, which conduct exposes the Company to federal criminal charges and penalties for the receipt and sale of stolen computer equipment and copyright infringement;

WHEREAS, the USAO has offered to enter into a Deferred Prosecution Agreement with the Company in the form attached hereto as Exhibit A (the "Agreement") pursuant to which the Company can avoid criminal charges and the penalties associated therewith by performing its obligations thereunder;

WHEREAS, counsel for the Company, Denis M. King, Esq. of the law firm of Goulston & Storrs, P.C. has fully explained to the undersigned Members the potential criminal charges and penalties facing the Company, the terms and provisions of the Agreement, and the legal rights that the Company will waive if its Members cause the Company to enter into the Agreement;

WHEREAS, with a full understanding of these matters, the undersigned Members unanimously agree that it is in the best interest of the Company to execute and deliver the Agreement and to faithfully perform the Company's obligations thereunder.

NOW THEREFORE, the undersigned Members hereby adopt the following resolutions:

**RESOLVED:** That the undersigned Members deem it advisable and in the best interest of the Company to resolve the USAO's investigation by having the Company execute and deliver the Agreement, and to thereafter faithfully perform its obligations thereunder.

FURTHER

RESOLVED: That the President and Chief Executive Officer of the Company, Erik Koplovsky (the "CEO") be, and hereby is, authorized to execute and deliver the Agreement on behalf of the Company and to bind the Company to the terms and provisions set forth in the Agreement.

FURTHER

RESOLVED: That the CEO be, and hereby is, empowered, authorized and directed in the name and on behalf of the Company, to do any and all acts and things and to execute, acknowledge, affix the corporate seal to and deliver any and all certificates, documents, instruments or other writings in such form and with such substance the CEO shall deem necessary or advisable to carry out, implement or comply with the foregoing resolutions, and that the doing of any such act or thing or the execution of any such writing shall be conclusive evidence of the CEO's authority therefor hereunder.

FURTHER

RESOLVED: That, upon execution and delivery of the Agreement as contemplated herein, the CEO, and all other Company employees be, and hereby are, authorized and instructed to perform on behalf of the Company the Company's obligations under the Agreement.

FURTHER

RESOLVED: That Denis M. King, Esq. of the law firm of Goulston & Storrs, P.C. be, and hereby is, authorized to execute and deliver the Agreement as attorney for the Company for the limited purposes stated in the Agreement.

The undersigned further direct that this written consent shall take effect immediately as of the date first above written and shall be filed in the minute book of the Company with the minutes of the meetings of the members.

  
Erik Koplovsky

  
Sara Koplovsky