

Company Number: 0189010

MSRA UK LIMITED
("the Company")

WRITTEN MEMBER'S RESOLUTION

In accordance with regulation 53 of Table A as defined and incorporated in the Articles of Association of the Company, **WE**, being the sole member of the Company who would have been entitled to vote upon the following resolution if it had been proposed at a general meeting of the Company at which we were present, **AGREE** that the following resolutions shall be as valid and effectual as if they had been passed at a general meeting of the Company duly convened and held, of which Resolution 1 will be passed as a special resolution, Resolutions 2 and 3 will be passed as ordinary resolutions and Resolutions 4 and 5 will be passed as extraordinary resolutions, and accordingly **WE RESOLVE**:

1. THAT the Company be wound up voluntarily.
2. THAT Nicholas James Dargan and Nicholas Guy Edwards of Athene Place, 66 Shoe Lane, London, EC4A 3WA (together the "Joint Liquidators") be and are hereby appointed liquidators for the purposes of winding up the Company's affairs and that any act required or authorised under any enactment or resolution of the Company to be done by them, may be done by them jointly or by each of them alone.
3. THAT the remuneration of the Joint Liquidators be fixed by reference to the time properly given by the Joint Liquidators and their staff in attending to matters arising in the winding-up.
4. THAT the Joint Liquidators be and are hereby authorised to divide and distribute to the member in specie or in kind the whole or any part of the assets of the Company.
5. THAT the Joint Liquidators be and are hereby authorised under the provisions of Section 165(2)(a) of the Insolvency Act 1986 to exercise the powers laid down in Part 1 of Schedule 4 of the said Act.

.....
North British Finance Group Limited

Date: 6/3/2007

SATURDAY



A08 *ARHBTNX6* 17/03/2007 221
COMPANIES HOUSE