

Company number 00364962

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

LOUIS DREYFUS & CO. LIMITED

24 November 2008

In connection with the written resolution dated 12 November 2008 it was noted that the Solvency Statement of the same date had not been executed in accordance with the requirements of the Companies Act 2006 and as such the special resolution contained in that written resolution was unable to be effected.

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following new resolution is therefore passed as a special resolution (**Special Resolution**).

SPECIAL RESOLUTION

1. Having received a revised copy of the solvency statement signed by the directors of the Company dated 24 November 2008 a copy of which is attached to this written resolution, resolve to reduce the authorised share capital of the Company by cancelling 20,045,000 issued ordinary shares of USD 1.00 each in the capital of the Company and to update the Company's Memorandum of Association accordingly.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to resolution.

We, being the single member of the Company hereby signify our irrevocable agreement to the Special Resolution in accordance with the acceptance procedure set out below.

The Single Member:

Signed

Jean Gandar

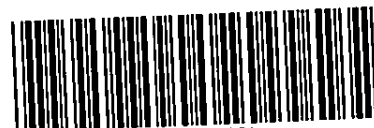
duly authorised signatory

for and on behalf of Louis Dreyfus Commodities Suisse S.A.

Single Member

Date of Signature 24/11/08

Place Geneva



NOTES

1. If you agree with the Special Resolution, please indicate your agreement by signing and dating this document where indicated above any returning it to the directors using one of the following methods:

- **By Hand:** delivering the signed copy to 29 route de l'Aéroport, 1215 Geneva, Switzerland.
- **Post:** returning the signed copy by post to 29 route de l'Aéroport, 1215 Geneva, Switzerland.
- **Fax:** faxing the signed copy to +41 22 592 74 68 marked "For the attention of Jean Gandar".
- **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to jean.gandar@ldcommodities.com.

If you do not agree with the Special Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the Special Resolution, you may not revoke your agreement.

3. Where, by 8 December 2008, you have not agreed to the Special Resolution, the Special Resolution will lapse. If you agree to the Special Resolution, please ensure that your agreement reaches us before or during this date.



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LOUIS DREYFUS & CO. LIMITED

Resolutions in writing signed by all the directors entitled to receive notice of a meeting pursuant to Regulation 93 of Table A to the Companies (Tables A to F) Regulations 1985

In connection with the proposal for a reduction of the share capital of the Company it was NOTED that:

- (a) Together with this written notice, the directors of the Company has received a draft solvency statement for the Company under section 643 of the Companies Act 2006 (**2006 Act**) for the purposes of section 642 of the 2006 Act (reduction of capital supported by solvency statement) (**Solvency Statement**).

If agreed to by the directors of the Company, the Solvency Statement must be signed by each director on the date stated on the Solvency Statement.

- (b) A written form resolution (the **Written Resolution**) (copy appended) has been prepared for circulation to the single member of the Company for consideration and signature as a special resolution for the following purpose:

To reduce the issued share capital of the Company by cancelling 20,045,000 issued ordinary share of US\$ 1.00 each in the capital of the Company and to update the Company's Memorandum of Association accordingly.

RESOLUTIONS

In view of the wishes of the sole member of the Company with regard to the reduction of capital of the Company, the directors considered that it would promote the success of the Company having regard to the factors listed in Section 172 of the 2006 Act to resolve as follows:

IT IS RESOLVED that –

1. having reviewed the recent Management Accounts as at 30 September 2008 and being advised by the finance director of the Company that there has been no change in the financial position of the Company since the date of those accounts, the directors of the Company shall execute the Solvency Statement on the date shown at the top of the Solvency Statement and return it to the Secretary of the Company immediately following execution;
2. On receipt by the Company of a Solvency Statement executed by all directors, the directors of the Company shall recommend to the single member of the Company that the Written Resolution be approved;

M. A. N.

3. Upon passing of the Written Resolution by the single member as a special resolution:
- (a) the directors of the Company shall execute a statement confirming that the Solvency Statement was made not more than 15 days before the date on which the member's special resolution was passed and was provided to the single member prior to execution of the Written Resolution; and
 - (b) the Secretary of the Company shall amend the Memorandum of Association of the Company to reflect the reduction in share capital, prepare a statement of capital in accordance with the requirements of the 2006 Act and file all necessary documents with Companies House to effect the reduction of capital.

Dated: 12 November 2008


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Nigel Mamalis

Date


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Ian McIntosh

Date


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Jean Gendar

Date


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Paul Akroyd

Date