

Document 2

Company Number: 00473219

A.C. Realisations 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, and accordingly WE RESOLVE:

1. THAT the Company be wound up voluntarily.
2. THAT Christopher James Farrington and Andrew Philip Peters of Deloitte & Touche LLP 1 Woodborough Road, Nottingham, NG1 3FG (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 but with a fee cap of £7,500, excluding VAT and disbursements unless any unforeseen problems arise.
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.

Name of Member

Signature

Date of Signature

Victoria International Group Limited



24 November 2006

