

SWLPT

THE NATIONAL FARMERS' UNION DEVELOPMENT COMPANY LIMITED

COMPANY NUMBER: 00526748

**RESOLUTIONS PURSUANT TO SECTION 84(1) OF THE INSOLVENCY ACT 1986
(AS AMENDED) AND COMPANIES ACT 2006**

At a general meeting of the above named company, duly convened, and held at 4th Floor, Kings Building, Smith Square, London, SW1P 3JJ on 05 November 2009 at 11:45 AM, the following special and ordinary resolutions were duly passed:

As special resolutions:

1. "That the company be wound up voluntarily and that Joint Liquidators be appointed for the purposes of such winding up".
2. "That pursuant to Section 21 of the Companies Act 2006, if necessary and appropriate, the Articles of Association of the company be amended as necessary to permit the distribution of the whole or any part of the assets of the company in specie or in kind, and that the joint liquidators be and are hereby authorised to divide and distribute amongst the members, in specie or in kind, the whole or any part of the assets of the company, and to determine how such division and distribution shall be carried out as between the members"
3. "That the Joint Liquidators be and are hereby authorised to pay or make an advance distribution to the members, if they consider it appropriate and prudent to do so, in an amount that they shall determine at their sole discretion, or, if in specie or in kind, of such of the assets as they shall determine in their sole discretion, in such proportions as they shall determine"

As ordinary resolutions:

1. "That Matthew Richard Meadley Wild and Geoffrey Lambert Carton-Kelly of Baker Tilly Restructuring and Recovery LLP The Clock House 140 London Road, Guildford GU1 1UW be and are hereby appointed Joint Liquidators to the company, to act on a joint and several basis"
2. "That the Joint Liquidators fees and disbursements be fixed on the basis of the time necessarily spent by them and their staff in the discharge of their duties at Baker Tilly Restructuring and Recovery LLP's standard charging rates, together with any out of pocket expenses incurred, and may be drawn on account"

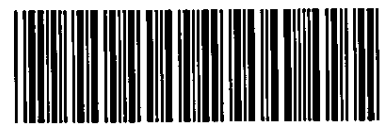
Dated: 5 November 2009

Signed:

M.D. Raymond
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