

COMPANY NUMBER: 1242794

COMPANY NAME: VILLIERS STREET GROUP LIMITED

THE INSOLVENCY ACT 1986

At an extraordinary general meeting of the above-named company convened and held at the offices of The Endeavour Partnership LLP, Westminster, St Mark's Court, Teesdale Business Park, Teesside, TS17 6QP on 2 May 2006 at 6.30 pm the following resolutions were passed:

1. That the Articles of Association of the Company be altered by amending Article 7A.4(e) by replacing the words *"28 days after the commencement of the winding up"* with the words *"7 days after the commencement of the winding up"*
2. That the company be wound up voluntarily and that Mark N Ranson of Horwath Clark Whitehill (Yorkshire) LLP, North Lane House, 9b North Lane, Headingley, Leeds LS6 3HG be appointed Liquidator for the purposes of such voluntary winding-up
3. That the Liquidator's remuneration, and fees for Horwath Clark Whitehill's tax advice, be fixed by reference to Horwath Clark Whitehill's time costs provided that:-
 - 1) the Liquidator's fees be drawn on account of the Liquidator's time costs must first be submitted (with detailed information in support of these costs) to and approved by a nominated representative of the Board of Directors prior to being invoiced and may only be drawn on such approval; and
 - 2) the Liquidator's disbursements may only be drawn from the funds held in the Liquidation at any time on or after being incurred, subject to their subsequently being submitted (with detailed information in support of those disbursements) to and finally approved by the nominated representative of the Board of Directors
4. That the Liquidator be authorised to pay all creditors in full
5. That the Liquidator be authorised to contract and pay for the use of the services of such Agents as shall be approved by the Directors to assist with the drawing together and realisation of the assets of the Company and settling the Company's taxation affairs
6. That in accordance with the provisions of the Company's Articles of Association, the Liquidator be authorised to divide among the members in specie all or part of the Company's assets provided that:-
 - 1) the Liquidator be requested, if he is so able, to distribute the whole of the issued share capital of Northumbrian Land Limited and all of the shares held by the Company in Mowden Park Estate Company Limited in specie; and
 - 2) if and to the extent that the Liquidator does so, he be required to do so to all of the respective holders of "C" Ordinary Shares in the capital of the Company proportionately to their respective holdings of the shares of that class (or as nearly as may be in such proportions); and
 - 3) the Liquidator be authorised to distribute all or any part of the Company's other assets to the shareholders in specie

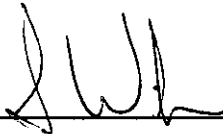


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7. That the Liquidator be authorised:-

- 1) to act on behalf of the Company in relation to any applications to the Registrar of Companies for him to strike any of the Company's subsidiaries off the Register of Companies; and
- 2) to act on behalf of the Company in relation to any members' voluntary liquidation of any of the Company's subsidiaries; and
- 3) to act as Liquidator of any of the Company's subsidiaries (provided that the Liquidator's costs and disbursements in relation to any such striking off and/or liquidation and/or acting as liquidator shall be subject to the like approval arrangements by a nominated representative of the Board of Directors of this Company as are contained in Resolution 3 above)

Dated: 2 May 2006



Stephen Wilson
Chairman