

THE COMPANIES ACT 1985
AND INSOLVENCY ACT 1986

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

THE ROSE PARTNERSHIP 1 LIMITED

(Passed on 21st April 2010 at 4.00 p.m.)

I, the undersigned, being a Member of the Company, and as such entitled to attend and vote at a general meeting of the Company at which a resolution for the Winding Up of the Company is to be considered, hereby resolve upon the following resolutions and declare that they shall be as valid and effective as if they had been passed at a general meeting of the company duly convened and held

Special Resolution

That the Company be wound up voluntarily and that the winding up proceed as a members' Voluntary Liquidation

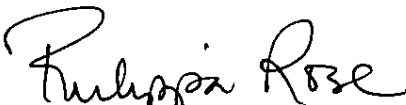
That the Joint Liquidator be at liberty to distribute any of the Company's assets in specie

Ordinary Resolution

That for the purpose of the winding up of the company, Michael Colin John Sanders and Georgina Marie Eason of MacIntyre Hudson LLP, 30-34 New Bridge Street, London EC4V 6BJ be and are hereby appointed Joint Liquidators of the company

The Joint Liquidators' remuneration (excluding VAT) shall be drawn on their time costs basis according to the time properly spent by the Joint Liquidators and their staff in their duties in relation to the Liquidation. This remuneration shall not exceed £5,000 plus VAT and disbursements without further approval of the members

That the Joint Liquidator be entitled to draw his category 1 and 2 disbursements in accordance with the rates detailed in Macintyre Hudson LLP's charge out rates

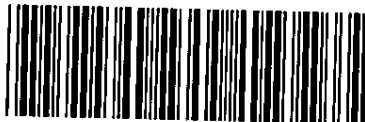


Philippa Clare Rose
Shareholder

Notes

- 1 If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods
By Hand delivering the signed copy to Georgina Eason of MacIntyre Hudson LLP of New Bridge Street House, 30-34 New Bridge Street, London, EC4V 6BJ
By Post returning the signed copy by post to Georgina Eason at the above address
Fax faxing the signed copy to 020 7248 8939 marked "For the attention of G Eason"
Email by attaching a scanned copy of the signed document to an email and sending it to Georgina.eason@mhilp.co.uk Please enter "Written resolutions dated 21st April 2010" in the email subject box

WEDNESDAY



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21/04/2010

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COMPANIES HOUSE

If you do not agree to the 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 Resolution, you may not revoke your agreement
- 3 Unless by 19 May 2010, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before this date

A handwritten signature in black ink, appearing to be 'DR' or similar, located in the center of the page.