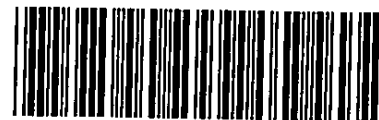


Company Number: 2645987

**The Companies Act 2006
Private Company Limited By Shares**

SATURDAY



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COMPANIES HOUSE

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**Written Resolutions
Of
Market Place Bolton Limited ('the Company')**

Circulation Date 21 FEB 2011 2011

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, we the undersigned being the sole member of the Company who (at the date of these resolutions) would have been entitled to vote upon the resolutions set out below had they been proposed at a general meeting of the Company at which we were present, hereby pass the following Written Resolutions

Special Resolutions

- 1 That the Company be wound up voluntarily and that Sean Croston of Grant Thornton UK LLP, No 1 Dorset Street, Southampton, Hampshire, SO15 2DP, be appointed liquidator of the Company for the purposes of the voluntary winding-up
- 2 That the liquidator be authorised to value the whole or part of the Company's non-cash assets for the purpose of a distribution in specie and that he distribute such assets accordingly
- 3 That the liquidator be authorised pursuant to section 165 of the Insolvency Act 1986 to exercise such powers specified in Part 1 of Schedule 4 of the said Act as may be necessary for the purposes of the liquidation

Ordinary Resolution

- 4 That the liquidator's remuneration be fixed by reference to Grant Thornton UK LLP's time costs and that the liquidator be authorised to be paid and to draw such remuneration at such intervals as he may determine and be paid any expenses properly incurred in relation to the liquidation

Agreement

Please read the notes at the end of this document before signifying your agreement to the Special Resolutions and Ordinary Resolution

We, the undersigned, being the persons entitled to vote on the above resolutions, hereby irrevocably agree to the Special Resolutions and Ordinary Resolution

Signed by



Peter Vernon
Grosvenor Developments (GB) Limited

Notes

- 1 You can choose to agree to all of the Special and Ordinary Resolutions or none of them but you cannot agree to only some of the resolutions. If you agree to all 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 marked "For the attention of the company secretary, Katharine Robinson, 70 Grosvenor Street, London, W1K 3JP"
 - **Post** returning the signed copy by post marked "For the attention of the company secretary, Katharine Robinson, 70 Grosvenor Street, London, W1K 3JP"
- If you do not agree to the Special and Ordinary Resolutions, 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 resolutions, you may not revoke your agreement
- 3 Unless, by the 28th day beginning with the circulation date sufficient agreement has been received for the resolutions to pass, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or during this date
- 4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members
- 5 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document
- 6 Please also see the attached document, "Statutory Provisions Relating To Liquidator's Remuneration"