

Company number 2725733
PRIVATE COMPANY LIMITED BY SH
WRITTEN RESOLUTIONS

of

FIESTA FINE FOODS LIMITED ("Company")

Circulation Date 20 September 2010

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolution below is passed as a special resolution (the "Special Resolution")

SPECIAL RESOLUTION


THAT the share capital of the Company be reduced by the sum of £1,555,332 such reduction to be effected by the sum of £152,000 representing the Company's share premium account and the sum of £1,403,332 representing part of the paid up share capital of the Company being re-allocated to the Company's distributable profit reserve

AGREEMENT

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

The undersigned, a person entitled to vote on the above Special Resolution on the Circulation Date, hereby irrevocably agrees to the Special Resolution

Signed for and on behalf of Stateside Holdings Limited


(Director)

Date

20/9/10.

NOTES

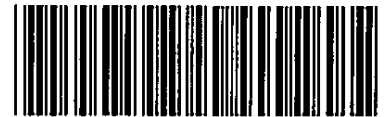
1 If you agree to the Special Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by hand or by post to the company secretary at the registered office

If you do not agree to the Special 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 Special Resolution, you may not revoke your agreement

3 Unless, by 17/10/ 2010 (being 28 days after the Circulation Date) sufficient agreement has been received for the Special Resolution to pass, it will lapse If you agree to

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the Special Resolution, 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