

MORRIS (S.P.) HOLDINGS LIMITED
(the *Company*)

Private Company Limited by Shares

WRITTEN RESOLUTION

The directors of the Company propose that the following resolution (the Resolution) be passed as a written resolution of the company under Chapter 2 of Part 13 of the Companies Act 2006. The Resolution is proposed as a Special Resolution.

SPECIAL RESOLUTION

THAT, the directors of the Company having on 28th October 2011 made a solvency statement in accordance with Section 643 of the Companies Act 2006, the share premium paid with respect of the share capital of the company be and is hereby reduced by an amount of £10,609.00 in accordance with Section 641 of the Companies Act 2006.

AGREEMENT

We, the undersigned, being all the members of the Company entitled to vote on the Resolution on 28 October 2011 (the **Circulation Date**) hereby irrevocably agree to the Resolution and confirm that we have received a copy of the directors' solvency statement at or before the time we received the copy of the Resolution as required by Section 642(2) of the Companies Act 2006.

Signed for and on behalf of Commerzbank Leasing Holdings Limited



Name Neil Aiken
Date 28 October 2011
Title Director



Name Paul Burrows
Date 28 October 2011
Title Director

