

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

**WRITTEN RESOLUTION OF AYKLEY HEADS BUSINESS CENTRE TENANTS'
ASSOCIATION LIMITED ("the Company")
Company number 02942058**

Passed on the *15th February* 2008

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the director of the Company proposes that

- resolutions 1,2 and 3 below are passed as ordinary resolutions and
- resolution 4 below is passed as a special resolution

ORDINARY RESOLUTION

- 1 To issue and allot -
 - twenty ordinary £1 shares in the Company to A S M 5 Limited
 - twenty ordinary £1 shares in the Company to North East Chamber of Commerce Trade and Industry
 - twenty ordinary £1 shares in the Company to Durham County Probation Service
 - ten ordinary £1 shares in the Company to R V Investments Limited
 - eight ordinary £1 shares in the Company to Swinburne Maddison

- 2 To Transfer -
 - 2 founder shares of £1 each in the Company to Swinburne Maddison

3 To sanction the sale of the Leasehold property known as Aykley Heads, Durham from Rivergreen Limited to Aykley Heads Business Centre Tenants' Association Limited

SPECIAL RESOLUTION

- 4 To suspend the contractual pre-emption rights noted in clause 2(b) of the articles of association




AGREEMENT

Please read the notes at the end of this document before signifying your agreement to any of the resolutions

The undersigned, a person entitled to vote on the above resolutions on , hereby irrevocably agrees to those resolutions as indicated above

Name of Member
Mr Peter Candler

Signature of Member



Date of signing

Mr Geoffrey Crute
Date of signing

NOTES

1 If you wish to vote in favour of a resolution please put an 'X' in the For box next to that resolution. If you wish to vote against a resolution please put an 'X' in the Against box next to that resolution or leave both boxes next to that resolution blank. Once you have indicated your voting intentions please sign and date this document and return it to the Company using one of the following methods

- **By Hand** delivering the signed copy to the Company
- **Post** returning the signed copy by post to the Company
- **Fax** faxing the signed copy to the Company
- **E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to the Company. Please enter "Written resolutions" in the e-mail subject box

If there are no resolutions you agree with, 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 a resolution, you may not revoke your agreement.

3 Where, by 15/02/2008 insufficient agreement has been received for a resolution to pass, such resolution will lapse. If you agree to all or any of 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

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