

USI OVERSEAS HOLDINGS LIMITED ("Company")

Company number: 03007870

WRITTEN RESOLUTION OF THE SOLE MEMBER

Passed on 13 December 2011

We, the undersigned, being the sole holder of the entire issued share capital of the Company entitled to receive notice and to attend and vote at shareholder meetings of the Company, hereby pass the following resolutions as ordinary resolutions in writing pursuant to Chapter 2 of Part 13 of the Companies Act 2006, notice of the same having been given to the Company's auditors in accordance with Section 502 of the Companies Act 2006

ORDINARY RESOLUTIONS

- 1 THAT, having regard to the fact that the Company is or is likely to become unable to pay its debts, it is in the best interests of the Company and its creditors to place the Company into administration and appoint as administrators of the Company Allan Watson Graham and David John Standish, both licensed insolvency practitioners at KPMG LLP, 8 Salisbury Square, London EC4Y 8BB and both of whom have agreed to act,
- 2 THAT, the notice of intention to appoint administrators in form 2 8B and the notice of appointment of administrators in form 2 9B be approved,
- 3 THAT any director has authority to finalise and sign the above notices (with such amendments as he sees fit) and otherwise take all action and execute all documents required to effect the appointment of administrators to the Company, and
- 4 THAT signed copies of the notice of intention to appoint administrators in form 2 8B be provided to the Collateral Agent on behalf of those entities described as "Lenders" in the credit agreement of 20 January 2010

Signed



Name

PHILIP WHITE

Title

DIRECTOR

For and on behalf of

UKIH Ltd.



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16/12/2011

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