

Liq ursc Res
Special Resolution
in Specie

Registered No: 3017048

Registered in England & Wales

**AT THE GENERAL MEETING OF
I.C.D. MARKETING SERVICES GROUP LTD
HELD ON 09 JANUARY 2009
THE FOLLOWING RESOLUTIONS WERE PASSED**

Special resolutions

- 1 **THAT** the Company be wound up voluntarily.'
- 2 **THAT**, in accordance with the provisions of the articles of association, the Joint Liquidators be and are hereby authorised to:
 - (a) Distribute to the sole member of the Company in specie the whole or any part of the assets of the Company.
 - (b) Value any assets and determine how the distribution shall be carried out to the sole member.
 - (c) Vest the whole or any part of the assets in trustees upon such trust for the benefit of the sole member as the Joint Liquidators so determine, but the sole member shall not be compelled to accept any assets upon which there is a liability.'
- 3 **THAT**, pursuant to section 165(2)(a) of the Insolvency Act 1986, the Joint Liquidators be authorised to exercise any of the powers specified in Part I of Schedule 4 to the said Act.'

Ordinary resolutions

- 4 **THAT** Tim Walsh and Richard Setchim of PricewaterhouseCoopers LLP, Cornwall Court, 19 Cornwall Street, Birmingham, B3 2DT be and are hereby appointed Joint Liquidators of the Company for the purposes of such winding up, and any act required or authorised under any enactment to be done by the Joint Liquidators is to be done by all or any one or more of the persons for the time being holding office.'
- 5 **THAT** the Joint Liquidators' fees be fixed by reference to the time properly given by the Joint Liquidators and their staff in attending to matters arising in the winding up, including those falling outside of statutory duties undertaken at the request of the member, such remuneration to be drawn monthly, or at such longer intervals as they may determine.'
- 6 **THAT** the Company's books and records be held to the order of the Joint Liquidators, and may not be destroyed until ten years after the dissolution of the Company.'

Signed
Harry Armitage
Chairman of the meeting

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COMPANIES HOUSE