

TOLDWELL LIMITED (the 'Company')

Company Registration No: 3188639

The Companies Acts 1985 to 2006

Private Company Limited by Shares

Circulation date: 1 October 2010

WRITTEN SPECIAL RESOLUTION

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution

SPECIAL RESOLUTION

THAT:

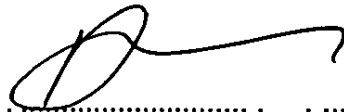
Pursuant to section 641 of the Companies Act 2006, and having received a solvency statement signed by each of the directors relating to the Company's financial state dated 1 October 2010, the issued share capital of the Company be reduced by reducing the share premium account by **£1,969,687 to £0** with the intention that the reserve arising from the above reduction of capital be distributed to our parent company, Nu-Swift Limited, by way of dividend within the timeframe decided by the directors of the Company at their sole discretion.

Agreement

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

The undersigned, a person entitled to vote on the Resolution on 1 October 2010, hereby irrevocably agrees to the Resolution.

Signed by a duly authorised representative
of **Nu-Swift Limited**



Date

1 OCTOBER 2010

SATURDAY



A09 02/10/2010 360
COMPANIES HOUSE

[Copy for filing with the Registrar of Companies]

TOLDWELL LIMITED (the 'Company')

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On 1 October 2010 the following resolution was duly passed as a written resolution of the sole member of the Company entitled to attend and vote at a general meeting on such date in accordance with Chapter 2 of Part 13 of the Companies Act 2006:

SPECIAL RESOLUTION

THAT:

Pursuant to section 641 of the Companies Act 2006, and having received a solvency statement signed by each of the directors relating to the Company's financial state dated 31 December 2009, the issued share capital of the Company be reduced by reducing the share premium account from **£1,969,687** to **£0** with the intention that the reserve arising from the above reduction of capital be distributed to our parent company, Nu-Swift Limited, by way of dividend within the timeframe decided by the directors of the Company at their sole discretion


.....
Director/Secretary