

3375398

**WRITTEN RESOLUTIONS OF THE SOLE SHAREHOLDER OF
HEATHCOTE ADVISERS LIMITED
(the "Company")**

Registered Number: 3375389

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

Date Circulated: 30 January 2009

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the Directors of the Company propose that the following resolution be passed as a Special Resolution:

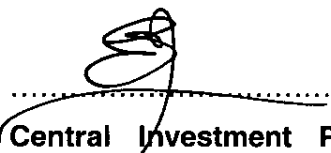
SPECIAL RESOLUTION

"THAT, having been advised that the Company had sufficient net assets to allow it to do so without undertaking an unlawful reduction of capital, the advancing of a loan in the sum of £128,009.25 by the Company to Central Investment Properties (London) Limited ("**CIPLL**"), for the purpose of assisting CIPLL with the acquisition of the issued share capital of the Company be and it is hereby approved".

We, the undersigned, being the sole member of the Company entitled to vote on the above Special Resolution on 30 January 2009, hereby approve such Special Resolution.

Date

Member


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**Central Investment Properties (London)
Limited**

30 January 2009

