

A PRIVATE LIMITED COMPANY

WRITTEN RESOLUTIONS

OF

Aire Valley Finance Limited

Company Number: 03416148

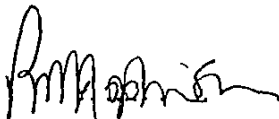
(the "Company")

**PROPOSED BY THE BOARD OF DIRECTORS OF THE COMPANY IN ACCORDANCE WITH
SECTION 291 OF THE COMPANIES ACT 2006**

SPECIAL RESOLUTIONS

- 1 That the share capital of the Company be reduced by cancelling and extinguishing 49,998 issued ordinary shares of £1 each
- 2 That upon the recommendation of the directors of the Company (the "**Directors**"), the Directors be and are hereby authorised to pay a dividend *in specie* of £12,499 50, being the amount of the receivable due to the Company (the "**Receivable**"), such dividend to be satisfied by the assignment of the Receivable to the sole shareholder on the register of members of the Company at 5pm on 26 March 2012 (or such other time and date as the Directors may determine)

By order of the board



Director/Secretary

26-3-12

Date

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INFORMATION REQUIRED TO COMPLY WITH SECTION 291(4) COMPANIES ACT 2006

- 1 Eligible members are the members who would have been entitled to vote on the resolution on the circulation date of the written resolutions
- 2 The circulation date of the written resolutions is 26 March 2012 (the "Circulation Date")
- 3 The procedure for signifying agreement by eligible members to written resolutions is as follows

(A) a member signifies his/her/its agreement to proposed written resolutions when the Company receives from him/her/it (or someone acting on his/her/its behalf) an authenticated document –

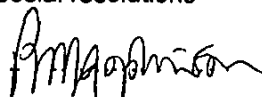
- (i) identifying the resolutions to which it relates, and
- (ii) indicating his/her/its agreement to the resolutions,
- (B) the document must be sent to the Company in hard copy form or in electronic form,
- (C) a member's agreement to written resolutions, once signified, may not be revoked, and
- (D) written resolution are passed when the required majority of eligible members have signified their agreement to them

4 Generally the period for agreeing to a written resolution before it lapses is the period of 28 days beginning with the Circulation Date (see section 297 Companies Act 2006) However, eligible members should signify their agreement to the written resolutions within 15 days of the Circulation Date This is because additional stricter rules apply to a written resolution for reducing share capital Such a resolution will not be effective unless it is supported by a solvency statement made not more than 15 days before the date on which resolution is agreed to (see sections 641(1)(a) and 642(1)(a) Companies Act 2006)

AGREEMENT BY ELIGIBLE MEMBER TO WRITTEN RESOLUTION

We, being the eligible member of the Company

- 1 confirm that we have received a copy of the above written resolutions in accordance with section 291 of the Companies Act 2006, and
- 2 hereby resolve and agree that the above resolutions be passed as written resolutions pursuant to Section 288 of the Companies Act 2006 and the written resolutions shall take effect as special resolutions



26.3.12

On behalf of Mortgage Express Holdings
as sole member

Date