

**The Insolvency Act 1986 and Companies Act 1985****Company Limited by Shares****SPECIAL RESOLUTIONS**

(Pursuant to Section 283 of the Companies Act 2006 and 84(1)(b) of the Insolvency Act 1986)

**of Industrial Properties (General Partner) II Limited**

Passed – 15 December 2008

At a General Meeting of the members of the above named company, duly convened and held at 166 Sloane Street, London SW1X 9QF on 15 December 2008 the following resolutions were duly passed:

1. "that the company be wound up voluntarily";
2. "that David Merrygold and Brian Hamblin of the firm of PKF (UK) LLP, Accountants and Business Advisers, be and they are hereby appointed as Joint Liquidators of the company for the purpose of the voluntary winding up and are empowered to act jointly and severally";
3. "that the Joint Liquidators hereby be authorised to distribute amongst the members in specie or kind the whole or any part of the assets of the Company"; and
4. "that the Joint Liquidators be authorised under the provisions of Section 165 (2)(a) of the Insolvency Act 1986 ("The Act") to exercise the powers specified in Part 1 of Schedule 4 of the Act."

Signed: \_\_\_\_\_

Ian Baker, Director

Presented for filing by:-

PKF (UK) LLP  
16 The Havens  
Ransomes Europark  
Ipswich  
Suffolk  
IP3 9SJ

Presenter's reference:-

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