INSOLVENCY ACT 1986

COMPANY LIMITED BY SHARES

Special and Ordinary Resolutions (Pursuant to Sections 282(1) & 283(3) of the Companies Act 2006)

of

WILMSLOW (NO.7) GENERAL PARTNER LIMITED

Passed 12 March 2010

At a General Meeting of the above-named Company, duly convened, and held at the offices of Westfield Shoppingtowns Limited, 6th Floor MidCity Place, 71 High Holborn, London, WC1V 6EA on 12 March 2010 the following Special and Ordinary Resolutions were duly passed, viz -

SPECIAL RESOLUTIONS

- 1 THAT the company be wound up voluntarily and Malcolm Cohen of BDO LLP, 55 Baker Street, London, W1U 7EU be and is hereby appointed Liquidator for the purposes of such winding-up.
- THAT the Liquidator be and is authorised to distribute all or part of the assets in specie to the shareholders in such proportion as they mutually agree
- THAT the Liquidator be authorised under the provisions of Section 165(2) to exercise the powers laid down in Schedule 4, Part I of the Insolvency act 1986.

ORDINARY RESOLUTION

4 THAT the Liquidator's fees are to be paid on a time costs basis.

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Chairman of Meeting