

Number of Company 04224581

INSOLVENCY ACT 1986

PRIVATE COMPANY LIMITED BY SHARES

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

of

MSREF (UK MEZZCO II) LIMITED

Passed 24 May 2013

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the company propose that resolutions 1, 2 and 3 are passed as special resolutions (**Special Resolutions**) and resolution 4 is passed as an ordinary resolution (**Ordinary Resolution**).

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
- 2 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
- 3 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

- 1 That the Liquidator's fees are to be paid on a fixed fee basis

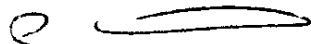
Please read the explanatory notes at the end of this document before signifying your agreement to the resolutions

TUESDAY



We, the undersigned were at the time the resolutions were circulated entitled to vote on the resolutions and irrevocably agree to the resolutions

Signed



for and on behalf of
Mezzco (Jersey) II Limited

Date 24 May 2013

EXPLANATORY NOTES FOR SHAREHOLDERS:

- 1 If you agree to the resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the company using one of the following methods

By hand delivering the signed copy to Sharon Bloomfield, BDO LLP, 55 Baker Street, London, W1U 7EU

Post returning the signed copy by post to Sharon Bloomfield, BDO LLP, 55 Baker Street, London, W1U 7EU

Fax faxing the signed copy to 020 7935 3944 marked "For the attention of Sharon Bloomfield"

E-mail by attaching a scanned copy of the signed document to an e-mail and sending it to sharon.bloomfield@bdo.co.uk Please enter "Written resolutions dated " into the e-mail subject box

If you do not agree to the Resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply
- 2 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement
- 3 Unless, by *the date at the end of the 28 day period beginning on the circulation date*, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or on this date