

Company No. 04270952
Charity No. 1088366

THE COMPANIES ACTS 1985-1989

**COMPANY LIMITED BY GUARANTEE AND WITHOUT HAVING A SHARE
CAPITAL**

WRITTEN SPECIAL RESOLUTION

of

**Syracuse University (USA) London Program
(the "Charity")**

(Passed on September 19, 2005)

I, the undersigned, being the sole member of the Charity entitled to attend and vote at general meetings of the Charity, **hereby resolve** that, in accordance with Section 381A Companies Act 1985 and having obtained the consent of the Charity Commission pursuant to Section 64 of the Charities Act 1993, the Memorandum of Association (the "Memorandum") be amended by deleting paragraph (k) of sub-clause 3.2 of the Memorandum and replacing it with the paragraph set out below:

- (k) to lend money and give credit to, take security for such loans or credit from and to guarantee and become or give security for the performance of contracts or obligations by any person or company as the Company shall think fit; provided that:
 - (i) such loan or guarantee or extension of credit is approved unanimously, in writing, by all of the members of the Committee (as defined in the Articles of Association);
 - (ii) no such loan shall be made to any member of the Committee; and
 - (iii) any such loan to an employee of the Company shall be made solely for the purposes of enabling the purchase by that employee of a season ticket facilitating his or her travel by public transport to his or her place of work, shall be made on terms that is to be repayable by the employee by deduction from his or her remuneration and shall be limited to an amount which does not exceed the maximum amount which is exempt from income tax and



national insurance contributions as published from time
to time by HM Revenue and Customs.

A handwritten signature in black ink, appearing to read "Nancy Cantor", written over a horizontal line.

Nancy E. Cantor
Chancellor
Syracuse University