

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
TRICOMM HOUSING (HOLDINGS) LIMITED
("Company")

In accordance with section 381A of the Companies Act 1985 (the "Act"), we **resolve**

1 in connection with Invista Castle Limited (the "**Borrower**") having entered into facility agreements with Bank of America, N A , London Branch ("**BOA**") and Invista Residential Property Trust Limited ("**IRPT**") in part to finance the acquisition of the entire issued share capital of the Company's holding company, H I Tricomm Holdings Limited under the terms of facility agreements from BOA and IRPT both dated 31st May 2007 (together the "**Facility Agreements**") and it being a condition of the Facility Agreements that the Company enter in to the following documents

- 1 1 a deed of accession whereby the Company becomes a guarantor under the BOA Facility,
- 1 2 a deed of accession whereby the Company becomes a guarantor under the IRPT Facility,
- 1 3 a deed of accession whereby the Company becomes a party to an intercreditor agreement dated 31st May 2007 between, amongst others the Borrower, BOA, IRPT and BankAmerica International Financial Corporation, and
- 1 4 Security Agreements in favour of Banc of America Securities Limited as security agent and trustee for BOA and IRPT,

(together the "**Financial Assistance Documents**") all in the form supplied to us at or before the time at which this document was supplied to us for signature,

that, subject to compliance with sections 155 to 158 of the Act, the entering into and performance of the Financial Assistance Documents by the Company be and hereby are authorised and approved



- 2 that notwithstanding that doing so may constitute financial assistance within section 151 of the Act, the giving of financial assistance by the Company in connection with their entering into the Financial Assistance Documents and as described in the declarations sworn by the directors of the Company together with related auditors' reports supplied to us at or before the time at which this document was supplied to us for signature be and hereby is authorised and approved, and
- 3 that the execution, delivery and performance of the Financial Assistance Documents will be for the benefit of and in the best interests of the Company for the purposes of carrying on its business and that there is full and fair consideration to the Company for the obligations it is undertaking in respect of the same

Signed by, or by duly authorised representatives on behalf of, all the members of the Company who as at the date of these resolutions would be entitled to attend and vote at a general meeting of the Company had the resolutions been put to such a meeting

Signature of these resolutions by any holders of any class of shares in the Company shall also constitute their consent as holders of that class of shares to the passing of the resolutions set out above and to any variations to or abrogation of the rights of that class of shares resulting from the resolutions set out above

Signed  Dated 2.7.07

H I Tricomm Holdings Limited

Signed  Dated 2.7.07

Infrastructure Investors Defence Housing (Bristol) Limited