

Company Number: 4691625

**THE COMPANIES ACT 1985**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTION**  
**OF**  
**OAKAPPLE HOMES (SCARBOROUGH) LIMITED**  
**(the "Company")**

**DATED 3 AUGUST 2006**

We, the undersigned, being all the members of the Company for the time being entitled to receive notice of and to attend and vote at general meetings of the Company, hereby pass the following resolution pursuant to Section 381A of the Act and hereby agree that the said resolution shall for all purposes be as valid and effective as if the same had been passed by us all at a general meeting of the Company duly convened and held

**THAT** the Company's existing articles of association are amended by deleting the existing Article 9 and replacing it with the following article

"9 The Directors may, in their absolute discretion and without assigning any reason therefore, decline to register any transfer of any share, whether or not it is a fully paid share save that the Directors shall be obliged to register any transfer where the proposed transferee is a mortgagee or chargee (or a trustee for a mortgagee or chargee) of the shares in question or a purchaser, transferee or other recipient of such shares from such mortgagee or chargee (or trustee for such mortgagee or chargee)".

*D W Park*  
Director for and on behalf of Oakapple  
Homes Limited

Date . 3rd August 2006

