

Number of Company: 04939156

**INSOLVENCY ACT, 1986**

**COMPANY LIMITED BY SHARES**

***Special Resolution***  
***(Pursuant to Section 283(3) of the Companies Act 2006)***

of

**Earls Nook Limited**

**Passed: 25 July 2008**

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At a **General Meeting** of the above-named Company, duly convened, and held at BDO Stoy Hayward LLP, 55 Baker Street, London, W1U 7EU on the 25 July 2008 the subjoined **Special Resolutions** and **Ordinary Resolutions** were duly passed, viz -


**SPECIAL RESOLUTION**

- 1 **THAT** the Company be wound-up voluntarily and Toby Scott Underwood and Malcolm Cohen of Messrs BDO Stoy Hayward LLP, 1 Bridgewater Place, Water Lane, Leeds, LS11 5RU be and are hereby appointed Joint Liquidators for the purposes of such winding-up, and are to act jointly and severally
- 2 **THAT** the Liquidators be and are authorised to distribute all or part of the assets in specie to the shareholders in such proportion as they mutually agree
- 3 **THAT** the Liquidators 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 RESOLUTIONS**

- 4 **THAT** the Liquidators' remuneration be based on time properly spent by the Liquidators and their staff in dealing with matters arising in the Liquidation and that the Liquidators' fees in the first twelve months of the Liquidation will not exceed £22,500 plus disbursements and VAT

- 5      **THAT** the Company's books and records be held by Biofuels Corporation Trading Limited to the order of the Joint Liquidators and cannot be disposed of until the expiry of one year after the date of dissolution of the Company and the (former) Liquidators have given their prior written consent



Michael Buzzacott  
Chairman of Meeting

In accordance with section 502 of the Companies Act 2006, a copy of these resolutions have been sent to the Company's auditors at the same time as the resolutions were supplied to any member of the Company

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