

WEDNESDAY



Q3C859ZC

QIQ	16/07/2014	#66
COMPANIES HOUSE		
A05	03/07/2014	#328
COMPANIES HOUSE		

Company No: 04961504

**COMPANIES ACT 2006
COMPANY UNLIMITED**

**WRITTEN RESOLUTIONS OF
Bear Stearns Overseas Funding Unlimited
("the Company")**

Circulation Date 25 June 2014

We, the undersigned, being an eligible Shareholder of the Company entitled to vote on the following resolutions on the circulation date of the written resolutions of the Company, hereby

- (i) confirm that we have received a copy of the following written resolutions proposed by the Directors of the Company in accordance with section 291 of the Companies Act 2006, resolutions 1 and 2 being proposed as Special Resolutions, resolution 3 being proposed as an Extraordinary Resolution and resolutions 4, 5 & 6 being proposed as Ordinary Resolutions, and
- (ii) signify our agreement in accordance with section 296 of the Companies Act 2006 that the following resolutions be and are hereby passed as written resolutions of the Company pursuant to sections 288 to 300 of the Companies Act 2006, and that resolutions 1 and 2 shall take effect as Special Resolutions of the Company, resolution 3 shall take effect as an Extraordinary Resolution and resolutions 4, 5 & 6 shall take effect as Ordinary Resolutions

SPECIAL RESOLUTION in accordance with section 283 of the Companies Act 2006

- 1 "That the Company be wound-up voluntarily"
- 2 "That the directors be authorised to execute all documentation that may be required in connection with any tax returns relating to the Company's affairs for a period prior to the liquidators' appointment. Copies of any documentation in this regard must be provided to the liquidators 5 working days prior to being executed"

EXTRAORDINARY RESOLUTION in accordance with the Companies Act (Commencement No 3 Consequential Amendments, Transitional Provisions and Savings) Order 2007 Schedule 3, para 23

- 3 "That the Joint Liquidators be and they are hereby authorised to distribute all or part of the assets in such proportions as they mutually agree and that they are hereby authorised to divide among the Shareholder in specie the whole or any part of the assets of the Company"

ORDINARY RESOLUTIONS in accordance with section 282 of the Companies Act 2006

- 4 "That Guy Robert Thomas Hollander and Michael James Wellard of Mazars LLP, Tower Bridge House, St Katharine's Way, London, E1W 1DD be and they are hereby appointed Joint Liquidators for the purpose of such winding-up"
- 5 "That the Joint Liquidators be authorised to act jointly and severally"
- 6 "That the Joint Liquidators' remuneration be agreed as a fixed fee of £3,500 plus disbursements and VAT and that the Joint Liquidators be authorised to draw this as and when funds permit"

Signed
Print name Jeffrey Lipman

Date: 25 June 2014

Authorised representative of Bear Stearns International Funding (Bermuda) Ltd