Company Number: 05507040

THE COMPANIES ACT 1985 AND 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

- of-

GE CFS (INVESTMENT PROPERTIES) LIMITED

We, the undersigned, being all the Members for the time being of the above named Company entitled to receive notice of and to attend and vote at General Meetings HEREBY PASS the following resolutions numbered 1 to 3 inclusive as Elective Resolutions and agree that the said resolutions shall, pursuant to Sections 381A and B of the Companies Act 1985, for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held: -

ELECTIVE RESOLUTIONS

1. That, with effect from the date of the passing this Elective Resolution, in accordance with Section 366A of the Companies Act 1985 the Company shall not hold Annual General Meetings;

2. That, with effect from the date of passing this Elective Resolution, in accordance with Section 252 of the Companies Act 1985 the Directors shall not be required to lay accounts and reports before the Company in general meeting; and

3. That with effect from the date of passing this Elective Resolution, in accordance with Section 386 of the Companies Act 1985 the Company shall dispense with the obligation to appoint auditors annually and, accordingly, the Company's auditors shall remain in office until the Company or the auditors otherwise determine.

Dated: 7 March 2006

LD6 *LU8K7E3W* 486
COMPANIES HOUSE 28/03/2006

For and on behalf of
GE Commercial Financial Services Real Estate Properties Limited