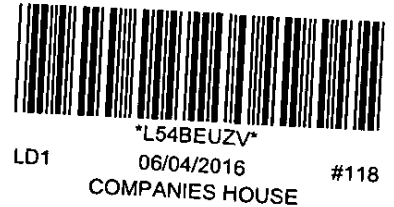


WEDNESDAY



No 05512934

THE COMPANIES ACT 2006
WRITTEN RESOLUTION OF THE SOLE MEMBER
of

SANKATY ADVISORS, LTD. (the "Company")

S April
March 2016

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), we, being the sole member of the Company, propose that the following resolution (the "Resolution") is passed as a special resolution:

SPECIAL RESOLUTION

That, subject to the consent of the Registrar of Companies and receipt by the Company of approval from the Financial Conduct Authority, the name of the Company be changed to "Bain Capital Credit, Ltd. "

We, the undersigned, being the sole member entitled to vote on the Resolution on
2016 hereby irrevocably agree to the Resolution

S April
March

A large, stylized handwritten signature in black ink.

For and on behalf of
SANKATY EUROPE HOLDINGS, LP

Date S April
March 2016

NOTES

- 1.** If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company in hard copy to Devonshire House, Mayfair Place, London, W1J 8AJ
- 2.** If by the date 28 days after the circulation date, sufficient agreement has not been received in order to pass the Resolution, the Resolution will lapse. If you agree to the Resolution, please ensure that your agreement reaches the Company on or before this date
- 3.** If you are signing this document on behalf of a person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document.



FILE COPY

**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company Number 5512934

The Registrar of Companies for England and Wales hereby certifies that
under the Companies Act 2006:

SANKATY ADVISORS, LTD.

a company incorporated as private limited by shares; having its registered
office situated in England and Wales; has changed its name to:

BAIN CAPITAL CREDIT, LTD.

Given at Companies House on **6th April 2016**



Companies House



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**