

No. 05616415

**THE COMPANIES ACT 1985**

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**COMPANY LIMITED BY SHARES**

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**WRITTEN RESOLUTION**

of

**CASTLEGATE HOUSE GP LIMITED**

(Passed on 19 January 2006)

We, the undersigned, being all the members of the Company for the time being entitled to attend and vote at general meetings of the Company **HEREBY RESOLVE** pursuant to section 381A of the Companies Act 1985 (the "Act") that the following resolution be passed as a Written Resolution of the Company, such resolution having effect, in accordance with that section, as if passed by the Company in general meeting:

**WRITTEN RESOLUTION**

**THAT** Article 3.3 of the Articles of Association be and is hereby amended by the addition of the following:

*"Notwithstanding anything contained in these Articles, the directors shall not in any circumstances decline to register any transfer of any share in the Company, nor may they suspend the registration thereof, where such transfer is effected pursuant to any security over such share granted in favour of any bank or financial institution (whether as agent, security trustee or otherwise)."*



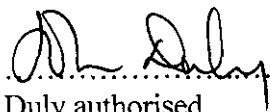
For and on behalf of **TERRACE HILL CASTLEGATE HOUSE LIMITED**



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Duly authorised

19 JANUARY 2006  
DATE

For and on behalf of **THE ANGLO IRISH UK PROPERTY FUND**



.....  
Duly authorised

19 JANUARY 2006  
DATE