

5804271

THE COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY SHARES

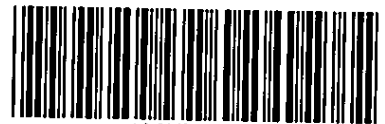
Written Resolutions

LCND

of

the sole member of Lead Lease Dormant (No. 3) Limited (Registered No. 5804271)
(the "Company") made on 26 day of June 2007

SATURDAY



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22/09/2007

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COMPANIES HOUSE

I, the undersigned, being the sole member of the Company who would, at the date of these Resolutions, have been entitled to vote upon it if it had been proposed at a general meeting at which I was present, HEREBY RESOLVE in writing pursuant to section 381A of the Companies Act 1985 (the "Act") as follows

Ordinary Resolutions

THAT

- (a) the allotment and issue to Bovis Lend Lease Holdings Limited ("BLLH") of 33,738,324 shares of £1 in the Company, in consideration for the transfer by BLLH of
- (i) BLLH's holdings of shares in certain companies detailed in Part 1 of Schedule 1 (the "Share Transfers"),
 - (ii) BLLH's holdings of loan notes in certain companies detailed in Part 2 of Schedule 1 (the "Loan Note Transfers"), and
 - (iii) BLLH's obligations to subscribe for loan notes in certain companies (the "Loan Note Subscriptions"),
- to the Company (the "Proposed Transaction") be and is hereby approved,
- (b) the Directors of the Company be generally and unconditionally authorised to take all necessary steps to facilitate the Proposed Transaction,
- (c) the authorised share capital of the Company be increased from £1,000 to £50,000,000 by the creation of 49,999,000 new ordinary shares of £1 each,
- (d) in addition to and without prejudice to any other authority given to the Directors (including, without limitation, any authority included in the Company's articles of association), the Directors be generally and unconditionally authorised pursuant to and in accordance with Section 80 of the Act to exercise during the period commencing at the time of the passing of these Resolutions and ending on the date of the Annual General Meeting, whichever is the earlier, all the powers of the Company to allot relevant securities up to an aggregate nominal amount of £ 49,999,999,
- (e) by such authority, the Directors may during this period make agreements which would or might require the allotment of securities after the expiry of such period, and
- (f) for the purposes of this Resolution words and expressions defined in or for the purposes of Part IV of the Act shall bear the same meanings herein

Special Resolution

THAT pursuant to and in accordance with section 9 of the Act, the articles of association of the Company be replaced with the form attached as Schedule 2



Director for and on behalf of

Bovis Lend Lease Holdings Limited

SATURDAY



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22/09/2007

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COMPANIES HOUSE