

IB PARTNER 2 LIMITED (the "Company") Company No. 06023801

PRIVATE COMPANY LIMITED BY SHARES

**NOTIFICATION OF WRITTEN RESOLUTION OF THE COMPANY PROPOSED BY
THE SOLE DIRECTOR AND HAVING EFFECT AS A SPECIAL RESOLUTION OF
THE COMPANY PURSUANT TO THE PROVISIONS OF PART 13 OF THE
COMPANIES ACT 2006**

CIRCULATION DATE:9/2/10.....

DATE PASSED:9/2/10.....

I, the undersigned, being the sole director of the Company, hereby certify that the following written resolution was circulated to all eligible members of the Company on the Circulation Date and that the written resolution was passed on

RESOLUTION

THAT

- a) the issued share capital of the Company be reduced from £2,850,100 divided into 2,850,100 ordinary shares of £1 each to £1 and that such reduction of capital be effected by cancelling and extinguishing 2,850,099 of the issued ordinary shares of £1 each in the Company
- b) the amount of £2,850,099 paid up thereon be returned to the sole member
- c) Clause 5 of the memorandum of association of the Company be amended by the deletion of the words

"£10,000,000 divided into 10,000,000 shares of £1 00 each"

And the substitution therefor of the words

"£7,149,901 divided into 7,149,901 shares of £1 00 each"

Signed

Date

Angus S. S.
Director

.....9/2/10.....



**SOLVENCY STATEMENT BY THE SOLE DIRECTOR IN RELATION TO A
REDUCTION OF CAPITAL FOR THE PURPOSES OF SECTION 642 OF
THE COMPANIES ACT 2006**

DATED:9/2/10.....

Company Name: IB PARTNER 2 LIMITED

Company Number: 06023801

I:

ANGUS MACINTOSH SINCLAIR

of BEAUFORT HOUSE, DOWNIES LANE, STROMNESS, ORKNEY, KW16 3EP

being the sole director for the time being of the above company do hereby solemnly and sincerely state as follows:

1. That the above company is proposing to make a reduction of capital pursuant to the provisions of Sections 642-644 of the Companies Act 2006.

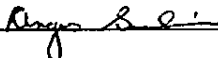
2. That I have made full enquiry into the affairs and prospects of the company and have formed the opinion that

- | | |
|----|--|
| a) | as regards the affairs of the company at the date of this statement, there is no ground on which the company could be found to be unable to pay or otherwise discharge its debts |
| b) | the company will be able to pay or otherwise discharge its debts as they fall due during the year immediately following the date of this statement. |

ANGUS MACINTOSH SINCLAIR

Signed

Date:9/2/10.....



Presenter name and address.

Deloitte LLP, Global House, High Street, Crawley, West Sussex RH10 1DL

**STATEMENT OF COMPLIANCE BY THE SOLE DIRECTOR IN RELATION
TO A REDUCTION OF CAPITAL FOR THE PURPOSES OF SECTION 644 OF
THE COMPANIES ACT 2006**

Dated: 9/2/10

Company Name:

Company Number:

IB PARTNER 2 LIMITED

06023801

To: The Registrar of Companies

I:

ANGUS MACINTOSH SINCLAIR

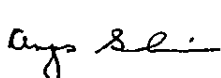
of BEAUFORT HOUSE, DOWNIES LANE, STROMNESS, ORKNEY, KW16 3EP

being the sole director for the time being of the above company do hereby solemnly and sincerely state as follows:

- | | |
|----|---|
| 1. | That the above company has passed a Special Resolution for a reduction of capital pursuant to the provisions of Sections 642-644 of the Companies Act 2006 |
| 2. | That the Special Resolution for the reduction of capital was passed on |
| 3 | That the Solvency Statement in connection with the reduction of capital made by the sole director pursuant to the provision of Section 643 of the Companies Act 2006: |
| a) | was made not more than 15 days before the date on which the resolution for the reduction of capital was passed, and |
| b) | was provided to the members of the company in accordance with the provisions of Section 642(2) of the Companies Act 2006. |

ANGUS MACINTOSH SINCLAIR

Signed:



Date: 9/2/10

Presenter name and address:

Deloitte LLP, Global House, High Street, Crawley, West Sussex RH10 1DL

MEMORANDUM OF CAPITAL FOLLOWING A REDUCTION OF CAPITAL FOR THE PURPOSES OF SECTION 642 OF THE COMPANIES ACT 2006

Company name:

IB PARTNER 2 LIMITED

Company number:

06023801

To: The Registrar of Companies

The above company has passed a Special Resolution for a reduction of capital pursuant to the provisions of Sections 642-644 of the Companies Act 2006.

The Special Resolution for the reduction of capital was passed on 9/2/10

The share capital of the company following the reduction of capital will be as follows:

Share Capital in Pound Sterling (£)

| Class of shares (Eg: Ordinary/Preference, etc) | Number of shares issued | Nominal value (per share) | Aggregate nominal value (ie, number of shares multiplied by the nominal value per share) | Amount paid up (if any) on each share (including any premium) | Amount unpaid (if any) on each share |
|---|----------------------------|---------------------------------|---|---|---|
| Ordinary | 1 | £1 | £1 | -£1 | - |
| | | | | | |

Aggregate Share Capital

| | |
|-------------------------------|----|
| Total number of shares | 1 |
| Total aggregate nominal value | £1 |

Signed

Director

Date. 9/2/10

Presenters name and address:

Deloitte LLP, Global House, High Street, Crawley, West Sussex RH10 1DL