

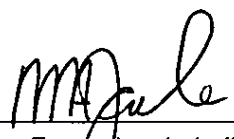
No. 6250998

**The Companies Act 1985**  
**Private Company Limited by Shares**  
**Resolutions in Writing of BCA PROPHOLDCO 5 LIMITED**

The following resolutions in writing were passed pursuant to Section 381A of the Companies Act 1985 on | | July 2007

**Elective Resolutions**

- 1** THAT, in accordance with Sections 366A and 379A of the Companies Act 1985 (as amended), the Company hereby elects to dispense with the holding of annual general meetings
- 2** THAT, in accordance with Sections 379A and 252 of the Companies Act 1985 (as amended) ("the Act"), the Company hereby elects in respect of the financial period ending 31 December 2007 and subsequent financial years to dispense with the obligation in Section 241 of the Act to lay accounts and reports before the Company in general meeting
- 3** THAT, in accordance with Sections 379A and 386 of the Companies Act 1985 (as amended) ("the Act"), the Company hereby elects in respect of the financial period ending 31 December 2007 and subsequent financial years to dispense with the obligation under Section 384 of the Act to appoint auditors annually

  
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For and on behalf of  
Hackwood Secretaries Limited

Hackwood Secretaries Limited (BC)  
One Silk Street  
London EC2Y 8HQ  
Tel 020 7456 2000

