

**THE COMPANIES ACT 1985
THE COMPANIES ACT 1989
THE COMPANIES ACT 2006**

Private Company Limited by Shares

Written Resolutions of Lehman Brothers ODC2 Limited

Date of the Resolutions 19 December 2007

The following resolutions were passed as Written Resolutions pursuant to Chapter 2 of Part 13 of the Companies Act 2006

RESOLUTIONS

1 THAT

- (a) the authorised share capital of the Company be increased from US\$1,000 to US\$1,000,000,000 by the creation of 999,999,000 ordinary shares of US\$1 each,
- (b) the Directors be generally and unconditionally authorised pursuant to and in accordance with Section 80 of the Companies Act 1985 to exercise, for the period ending on 19 December 2012, all the powers of the Company to allot relevant securities up to the aggregate nominal amount of US\$999,999,999 such authority being in substitution for all previous authorities pursuant to Section 80 of the Act, which are hereby revoked, without prejudice to any allotment of securities pursuant thereto,
- (c) by such authority and power the Directors may during such period make offers or agreements which would or might require securities to be allotted after the expiry of such period,
- (d) the Company's Articles of Association be amended by the deletion of Article 3 and the insertion of the following new Article 3
"The authorised share capital of the Company is US\$1,000,000,000 divided into 1,000,000,000 ordinary shares of US\$1 each"
- (e) words and expressions defined in or for the purposes of Part IV of the Companies Act 1985 shall bear the same meanings herein



Chairman

FRIDAY



LU67PVO0

L13

21/12/2007

117

COMPANIES HOUSE