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THE COMPANIES ACT 2006 AND INSOLVENCY ACT 1986
TRC NO 1 LIMITED (Registered number 07186880)

The following written resolutions were passed as special and ordinary resolutions by the members of TRC No 1 Limited (the **Company**) on 31 August 2010

Special resolutions

That

- (1) the Company be wound up voluntarily by way of a voluntary members' liquidation as part of a proposed scheme of reconstruction pursuant to section 110 of the Insolvency Act 1986 (the **Act**),
- (2) pursuant to section 165(2)(a) of the Act, the Joint Liquidators (as named below) be authorised to exercise any of the powers specified in Part I of Schedule 4 to the Act,
- (3) in accordance with the provisions of the articles of association, the Joint Liquidators be and are hereby authorised to
 - (a) distribute among the members of the Company in specie the whole or any part of the assets of the Company,
 - (b) value any assets and determine how the distribution shall be carried out as between the members or different classes of members, and
 - (c) vest the whole or any part of the assets in trustees upon such trust for the benefit of the members as the Joint Liquidators so determine, but no member shall be compelled to accept any asset upon which there is a liability,

Ordinary resolutions

That

- (4) Laura Waters and Richard Setchim of PricewaterhouseCoopers LLP, Plumtree Court, London EC4A 4HT be and are hereby appointed Joint Liquidators of the Company for the purposes of such winding up, and that any act required or authorised under any enactment to be done by a liquidator or liquidators and any other act which a liquidator or liquidators is or are entitled to do may be done by either of them individually and that this authority applies to the persons holding office from time to time as liquidators of the Company pursuant to this resolution for the time being holding office,
- (5) having regard to the matters set out in Rule 4.127(4) of the Insolvency Rules 1986, the Joint Liquidators' costs be fixed by reference to the time properly given by the Joint Liquidators and their staff in attending to matters arising in the winding-up, including those falling outside of statutory duties undertaken at the request of the members, such remuneration to be drawn monthly, or at such longer intervals as they may determine,
- (6) the Company's books and records be held by the members to the order of the Joint Liquidators, and may not be destroyed without the permission of the Joint Liquidators which will not be forthcoming until twelve months after dissolution of the Company, and
- (7) the Certificate of Appointment of the Joint Liquidators together with both the certificate and advertising copies of the resolutions passed herein, be signed by Sir John Lionel Beckwith or his attorney "for and on behalf of the members"

Sir John Beckwith acting by his attorney Simon Wilson
Sir John Lionel Beckwith acting by his attorney Simon Wilson
For and on behalf of the members

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