

Co. No. SC093587

Companies Act 2006

A Private Company Limited by Shares

Written Resolution of

PUB ENTERPRISES LIMITED (hereinafter referred to as "the Company")

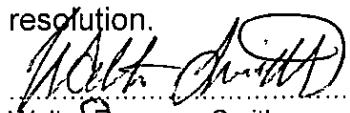
Pursuant to Section 288 to 300 inclusive of the Companies Act 2006

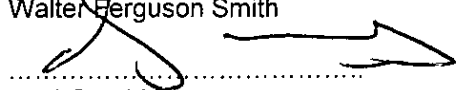
We the undersigned members of the above named Company being the members who at the date hereof represent not less than 75% of the total voting rights of those members who would be entitled to attend and vote at a general meeting of the Company agree that the following resolution shall have effect as if passed by the Company in a general meeting as a special resolution and accordingly we resolve as follows:-

Special Resolution

THAT the Company and its members hereby approve the reduction of the Company's share capital within the meaning of Section 641 of the Companies Act 2006 by virtue of the cancellation of the Company's Share Premium Account, all in terms of the Statement of Solvency made by the directors, a copy of which is annexed hereto and subscribed by us for identification purposes.

Declaring that pursuant to Sections 291 and 293 of the Companies Act 2006, circulation of this Written Resolution can be effected by sending a separate copy to each of the eligible members simultaneously (so far as reasonably practicable) or if it is possible to do so without undue delay by sending the same copy to each eligible member consecutively, or by a combination of any of these. Circulation can be effected by hard copy form, electronic form or by means of a website. In the case of a written resolution proposed by members, the Company must send or submit copies (or, if copies are sent or submitted to members on different days, the first of those copies) not more than 21 days after it becomes subject to the requirement under section 292 to circulate the resolution.


Walter Ferguson Smith


Paul Gerald Burns

CERTIFIED A TRUE COPY
of the original this 20TH
day of DECEMBER 2010
Macdonalds

Macdonalds

20 December 2010
Date

20 December 2010
Date

TUESDAY



SYKTOQ4L

SCT

21/12/2010

37

COMPANIES HOUSE

Accompanying Statement

1. A member of the Company can signify his agreement to a proposed written resolution when the Company receives from him (or someone acting on his behalf) an authenticated document identifying the resolution to which it relates, and indicating his agreement to the resolution.
2. The document must be sent to the Company in hard copy form or in electronic form.
3. A member's agreement to a written resolution, once signified, may not be revoked.
4. A written resolution is passed when the majority of eligible members have signified their agreement to it.
5. A proposed written resolution lapses if it is not passed before the end of the period specified for this purpose in the Company's articles, or if none is specified, the period of 28 days beginning with the circulation date. The agreement of a member to a written resolution is ineffective if signified after the expiry of that period.

CERTIFIED A TRUE COPY

of the original this 20TH
day of DECEMBER 2010
Macdonalds

[Signature]

PUB ENTERPRISES LIMITED ("the Company")
SC093587

SOLVENCY STATEMENT UNDER SECTION 643 OF THE COMPANIES ACT 2006
("the Act") MADE FOR THE PURPOSES OF SECTION 642 OF THE ACT ON
2010

Solvency Statement in connection with the proposed reduction of the Company's share capital whereby the Company will cancel its share premium account.

We, the directors named below (being all of the directors of the Company as at the date of this statement), have formed the opinion as regards the Company's situation as at the date of this statement that there is no ground on which the Company could be found unable to pay (or otherwise discharge) its debts.

We have also formed the opinion that 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.

In forming the above opinions, we have taken into account all of the Company's liabilities (including all contingent and prospective liabilities)

[Signature]

.....
Paul Gerald Burns, Director

[Signature]

.....
Walter Ferguson Smith, Director

DATE: 20 December 2010

[Vertical mark]