

**THE COMPANIES ACTS 1985 TO 2006**

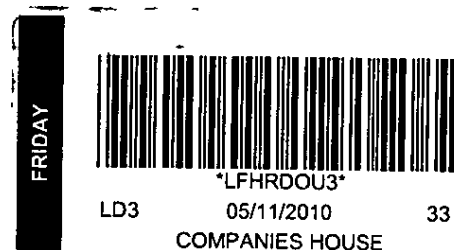
**WRITTEN RESOLUTIONS**

**OF**

**THE SOLE MEMBER**

**OF**

**EARL (TRESHAM) LIMITED**



We, the undersigned, being the sole member of the above company (the "**Company**") for the time being entitled to attend and vote at a general meeting of the Company, **HEREBY PASS**, in accordance with Chapter 2 of Part 13 of the Companies Act 2006, the following resolutions

- 1 as a written special resolution of the Company

**THAT** the Object of the Company as set out in the Company's Memorandum of Association at Clause 3 be altered so as to be unrestricted in accordance with Section 31(1) of the Companies Act 2006, all previous amendments to this Clause being hereby revoked

- 2 as a written ordinary resolution of the Company

**THAT** the Company do execute (in such form as the person(s) executing the same on behalf of the Company may determine) a legal charge in favour of Clydesdale Bank Public Limited Company for the obligations of Earl (Oxford) Limited

A handwritten signature in black ink, appearing to be "M. J. ...", written over a horizontal line.

Director  
**Earl Estates Limited**

Date **22 Oct** 2010

**Notes:**

- 1 The circulation date of these resolutions is the same as the date on which they are passed These resolutions have been sent to eligible members who would have been entitled to vote on the resolutions on this date Only such eligible members (or persons duly authorised on their behalf) should sign these resolutions
- 2 An eligible member can signify agreement to these resolutions by signing the resolution and by either delivering a copy of the signed resolutions to the company secretary by hand or by sending a copy of the signed resolutions in hard copy form by post to the company secretary at the registered office of the Company or in electronic form to the company secretary by fax or email

3 These resolutions must be passed by the date that falls 28 days from the circulation date. If they are not passed by such date they will lapse. The agreement of a member to these resolutions is ineffective if signified after that date.

4 The Company's communication details are

Registered Office Barbican House, 26-34 Old Street, London EC1V 9QQ

Email

Fax