

Company Number: 02384495

COMPANIES ACT 1985  
WRITTEN RESOLUTIONS  
OF

GREENBANK PARTNERSHIPS LIMITED

WEDNESDAY



Pursuant to Section 381A of the Companies Act 1985

Made on **8 MARCH** 2007

We, the undersigned, being the sole member who on the above date would be entitled to attend and vote at a general meeting of the Company hereby agree and resolve that the sale and assignment of the properties detailed in paragraphs (a) to (d) below by the Company of which David James Baybutt and Christopher John Baybutt are directors to Ravenhead Developments Limited ("RDL"), (a company of which David James Baybutt and Christopher John Baybutt are also directors) be and is hereby approved in accordance with section 320 Companies Act 1985:

- (a) land on the south side of Burtonhead Road, St. Helens, Merseyside and registered under Title Number MS530422 for a consideration of £3,712,000 (excluding VAT) to be satisfied by the allotment and issue of 277 "A" ordinary shares of 1 pence each; 277 "B" ordinary shares of 1 pence each and 4,984 deferred shares of 1 pence each in the capital of RDL credited as fully paid;
- (b) land and buildings at Ravenhead Retail Park, St. Helens, Merseyside and registered under Title Numbers MS446245, MS316428 and MS501838 and such estate and title (if any) in the freehold reversionary interest in the land registered under Title Number MS501838 pursuant to a Conveyance dated 10 July 1972 made between Charles Adam Leigh Pemberton (1) Charles Adam Leigh Pemberton and Arthur James Collins (2) and Haigh Cottages Limited (3) for a consideration of £1;
- (c) land adjacent to Burtonhead Road, St. Helens, Merseyside and registered under Title Number MS475461 for a consideration of £1; and
- (d) the beneficial interest of properties referred to in paragraph (b) above for a consideration of £3,698,000 to be satisfied by the issue and allotment of 276 "A" Ordinary Shares of 1 pence each, 276 "B" ordinary shares of 1 pence each and 4,965 deferred shares of 1 pence each in the capital of RDL.

We, the undersigned, being the sole member who on the above date would be entitled to attend and vote at a general meeting of the Company hereby agree and resolve that the put and call option to be entered into on or around the date hereof between the between the Company and Ravenhead Developments Limited, each of which is a company of which David James Baybutt and

Christopher John Baybutt are directors be and is hereby approved for the purposes of section 320 of the Companies Act 1985.

We, the undersigned, being the sole member who on the above date would be entitled to attend and vote at a general meeting of the Company hereby agree and resolve that the entry into the Deed of Assignment dated 28 December 2006 relating to Land at Ravenhead Retail Park, Milverny Way, St Helens by and between the Company, Ravenhead Developments Limited and Wigan Mining & Restoration Co. Limited, together with all matters contemplated or effected thereby, be and is hereby approved and affirmed pursuant to section 322 Companies Act 1985.



Director for and on behalf of  
Greenbank Group Limited