

Company Number: 06116754

THE INSOLVENCY ACT 1986

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

OF

**SPENCER INDUSTRIAL ESTATES HOLDINGS LIMITED
("the Company")**

Passed: 18 April 2012

At a General Meeting of the Company duly convened and held at Deloitte LLP, PO Box 500, 2 Hardman Street, Manchester, M60 2AT on 18 April 2012 at 11.30am the following Resolutions were duly passed as Special Resolutions -

Special Resolutions

"THAT the Company be wound up voluntarily."

"THAT the Joint Liquidators be and are hereby authorised to divide and distribute among the members in specie or in kind the whole or any part of the assets of the Company and to determine how such divisions shall be carried out as between the members"

"THAT the Joint Liquidators be and are hereby authorised under the provisions of Section 165(2)(a) of the Insolvency Act 1986 to exercise the powers laid down in Part 1 of Schedule 4 of the said Act."

A. J. McFarlane

.....
CHAIRMAN

