

**MARSHALLS NEWCO NO. 2 LIMITED**  
**(FORMERLY CAPABILITY BROWN GARDEN CENTRES LIMITED)**  
**COMPANY NUMBER: 428350**

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**RESOLUTIONS PURSUANT TO SECTION 84(1) OF THE INSOLVENCY ACT 1986 (AS AMENDED) AND SECTION 9 OF THE COMPANIES ACT 1985**

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At a general meeting of the above named company, duly convened, and held at Marshalls Group, Birkby Grange, Birkby Hall Road, Birkby, Huddersfield, West Yorkshire, HD2 2YA on 14 June 2010 at 9 38AM, the following special and ordinary resolutions were duly passed

**Special Resolutions**


- a That the company be wound up voluntarily and that Joint Liquidators be appointed for the purposes of such winding up,
- b That pursuant to Section 9 of the Companies Act 1985 if necessary and appropriate, the Articles of Association of the company be amended as necessary to permit the distribution of the whole or any part of the assets of the company in specie or in kind, and that the Joint Liquidators be and are hereby authorised to divide and distribute amongst the members, in specie or in kind, the whole or any part of the assets of the company, and to determine how such division and distribution shall be carried out as between the members,
- c That the Joint Liquidators be and are hereby authorised to pay or make an advance distribution to the members, if they consider it appropriate and prudent to do so, in an amount that they shall determine at their sole discretion, or if in specie or in kind, of such of the assets as they shall determine in their sole discretion, in such proportions as they shall determine

**Ordinary Resolutions**

- a That Philip Pierce of Baker Tilly Restructuring and Recovery LLP 2 Whitehall Quay, Leeds, West Yorkshire, LS1 4HG and Matthew Haw of Baker Tilly Restructuring and Recovery LLP, 5 Old Bailey, London EC4M 7AF be and are hereby appointed Joint Liquidators to the company, to act on a joint and several basis,
- b That the Liquidators shall be authorised to draw their remuneration based upon time costs by reference to the time properly given by the Liquidator and their staff, in attending to matters arising in the Liquidation at Baker Tilly Restructuring and Recovery LLP standard hour rates together with any out of pocket expenses incurred, and may be drawn in accordance with the signed engagement letter date 8 October 2009
- c That the Joint Liquidators be authorised to draw 'Category 2' disbursements at the rates disclosed in the policy statement circulated to shareholders at the general meeting

Dated:

Signed

  
Ian David Burrell

WEDNESDAY



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COMPANIES HOUSE