

**Form of written resolution to be filed at Companies House under the 2006 Act**  
**Company No: 02106984**

**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY SHARES**  
**RESOLUTION IN WRITING**

**of**

**LEISURE LIVING LIMITED (the "Company")**

**Passed the 13 day of May 2009**

By a written resolution agreed to in accordance with Chapter 2 of Part 13 of the Companies Act 2006 by or on behalf of the required number of the members of the Company who, at the date of circulating the resolution, were entitled to vote on the resolution the following resolution(s) of the Company was/were duly passed:

**SPECIAL RESOLUTION**

**As a special resolution**, the Company's entry into a deed of amendment and restatement (the "Deed") between (1) the Company, (2) Norton & Proffitt Developments Limited, (3) St Modwen Ventures Limited, (4) St Modwen Developments (Hull) Limited, (5) St Modwen Developments (Hillington) Limited, (6) St Modwen Properties plc and (7) HSBC Bank plc is HEREBY APPROVED in all respects with such amendments or modifications of the Deed as any one director may in his absolute discretion deem fit.

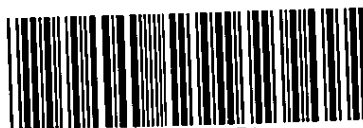
Signed

  
Director/~~Secretary~~

Dated

13/05/2009

THURSDAY



\*AJWGXA1D\*

A10

21/05/2009

189

COMPANIES HOUSE