

MARKS AND SPENCER LIFE ASSURANCE LIMITED
("the Company")

Company Number: 2868383

Registered Office: Kings Meadow, Chester, Cheshire, CH99 9FB

Principal Trading Address: As above

PRIVATE COMPANY LIMITED BY SHARES

**NOTIFICATION OF WRITTEN RESOLUTIONS OF THE COMPANY
PROPOSED BY THE DIRECTORS AND HAVING EFFECT AS SPECIAL AND
ORDINARY RESOLUTIONS OF THE COMPANY PURSUANT TO THE
PROVISIONS OF PART 13 OF THE COMPANIES ACT 2006**

Circulation Date: 12 December 2011

Effective Date: 19 December 2011

I, the undersigned, being a director of the Company hereby certify that the following written resolutions were circulated to the sole member of the Company on the Circulation Date and that the written resolutions were passed on the Effective Date:

Special Resolution

THAT the Company be wound up voluntarily.

Ordinary Resolution

THAT Stephen Roland Browne and Christopher Richard Frederick Day of Deloitte LLP, Athene Place, 66 Shoe Lane, London, EC4A 3BQ (together "the Joint Liquidators") be and are hereby appointed liquidators for the purposes of winding up the Company's affairs and that any act required or authorised under any enactment or resolution of the Company to be done by them, may be done by them jointly or by each of them alone

Ordinary Resolution

THAT the remuneration of the Joint Liquidators be fixed by reference to the time properly given by the Joint Liquidators and their staff in attending to matters arising in the winding-up and they be and are hereby authorised to draw such remuneration monthly or at such longer intervals as they may determine.

Special Resolution

THAT the Joint Liquidators be and are hereby authorised to divide and distribute to the sole member in specie or in kind the whole or any part of the assets of the Company.



Special Resolution

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

Signed

Date: 19 December
2011



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Dennis Smith, a director of Marks and Spencer Life Assurance Limited

Stephen Browne (IP Number 009281) and Chris Day (IP Number 008072) can be contacted at Deloitte LLP on 020 7936 3000.