

WRITTEN RESOLUTIONS OF THE SOLE MEMBER OF  
BALLYMORE PROPERTIES HOLDINGS LIMITED

WE CERTIFY THIS TO BE A  
TRUE COPY OF THE ORIGINAL

(the "Company")

Registered Number 04910171

*Howard Kenney 19/12/2007*

HOWARD KENNEY

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

FRIDAY



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COMPANIES HOUSE

Date Circulated 10 December 2007

Pursuant to Section 288 of the Companies Act 2006, we, the undersigned, being the sole member of the Company for the time being entitled to receive notice of and to attend and vote at general meetings of the Company as defined by Section 289 of the Companies Act 2006 on 10 December 2007 hereby pass the following resolutions as Ordinary Resolutions of the Company pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (as amended) (the "Act") and hereby agree that the said resolutions shall for all purposes be as valid and effective as if passed by us as Ordinary Resolutions at a general meeting of the Company duly convened and held

We refer to

- 1 a facility agreement dated on or about the date of these written resolutions (the "**Facility Agreement**") between Anglo Irish Asset Finance Plc as the lender (the "**Lender**") and Fortress Limited (the "**Borrower**") as the borrower pursuant to which the Lender has agreed to make available to the Borrower a secured loan facility of up to £39,608,125 upon the terms and conditions set out in the Facility Agreement, and
- 2 a guarantee and indemnity ("**Guarantee**") to be entered into by the Company and the Lender, pursuant to which the Company will guarantee up to a maximum liability of £10,000,000 plus interest, costs and expenses the liabilities and obligations of the Borrower and further will indemnify the Lender against any losses incurred by the Lender as a result of any of the Finance Documents (as defined in the Guarantee) being void or voidable

We hereby **RESOLVE** in writing that the following resolutions be passed as **ORDINARY RESOLUTIONS**

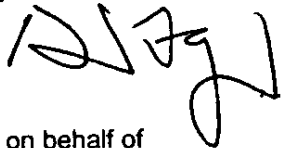
- 1 that the provisions and performance of the obligations set out in the Guarantee, which the Company is proposing to enter into in connection with the acquisition by the Borrower of the Property be and are hereby approved (a copy of the Guarantee and the Facility Agreement having been supplied to the sole member of the Company and the Company's auditors prior to the signing of this Written Resolution), subject to such changes as the Company's Directors, in their absolute discretion, think fit, and
- 2 that, notwithstanding any provisions of the Company's Memorandum and Articles of Association or any personal interest of any of the Company's Directors, the Company's

Directors and/or Secretary be and are hereby authorised and directed to execute, deliver and perform the obligations set out in the Guarantee and give or execute any or all notices, communications or other documents on behalf of the Company pursuant to or in connection with the Guarantee or the Facility Agreement for the Company, in such manner and subject to such changes as the Company Directors, in their absolute discretion, think fit

**PLEASE READ THE NOTES AT THE END OF THIS DOCUMENT BEFORE SIGNIFYING  
YOUR AGREEMENT TO THE ORDINARY RESOLUTIONS**

**Member**

**Date**



10 December 2007

For and on behalf of

**Ballymore Holdings and Investments Limited**

The Company confirms that the required majority of eligible members as defined in Section 289(1), Companies Act 2006) have signified their agreement to the resolutions set out above and passed on 10/12/ 2007



Director/ Secretary

**Ballymore Properties Holdings Limited**