

Company No: ~~1583723~~ 05646757 (Ag with authority)

THE COMPANIES ACTS 1985 TO 2006
PRIVATE COMPANY LIMITED BY SHARES

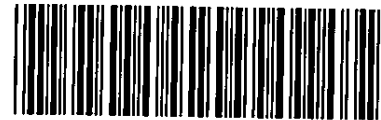
WRITTEN RESOLUTION

- of -

THE MEMBERS OF

EDEN (UK) HOLDING LIMITED
(the "Company")

WEDNESDAY



A15 18/03/2009 13
COMPANIES HOUSE

Dated this 26 day of FEBRUARY 2009 (the "Circulation Date")

Pursuant to chapter 2 of Part 13 of the Companies Act 2006, all the eligible members (as defined by section 289 CA 2006) of the Company propose that the resolution below is passed as a special resolution (the "Special Resolution"):

SPECIAL RESOLUTION

That the articles of association of the Company be amended with immediate effect so that article 5 reads as follows:

"5. TRANSFER OF SHARES

5.6 Notwithstanding anything otherwise provided in these articles (whether by way of or in relation to pre-emption rights, restrictions on, or conditions applicable to, share transfers, or otherwise), the directors shall not decline to register any transfer of shares nor suspend registration thereof:

- (a) where such transfer is in favour of a bank, lender or other financial institution ("**Secured Institution**") or any nominee thereof and the transfer is as contemplated by, or pursuant to, any mortgage or charge of shares or any call or other share option granted in favour of the Secured Institution;
- (b) where such transfer is by or on behalf of a Secured Institution or any nominee thereof (whether by a receiver, any delegate or sub-delegate of the party to whom such security has been granted or otherwise) in favour of any third party upon disposal or realisation of shares following the Secured Institution having become entitled to exercise or enforce its rights under any such mortgage, charge and/or call or other option; or
- (c) where such transfer is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares,

and no Secured Institution or its nominee shall (in either such case) be required to offer the shares which are or are to be the subject of any transfer as aforesaid to the shareholders for the time being of the Company or any of them and no such shareholder shall have any right under the articles or otherwise howsoever to require such shares to be transferred to them whether for any valuable consideration or otherwise.

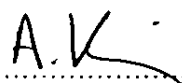
- 5.7 A certificate by any officer of the bank that the relevant transfer is within paragraph 5.2 (a) or (b) above shall be conclusive evidence of that fact.
- 5.8 The lien set out in articles 8-11 of Table A, shall not apply to shares held by or that are subject to any mortgage or charge in favour of a Secured Institution (as defined in Article 5.6(a) above).

AGREEMENT

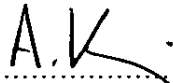
Please read the notes at the end of this document before signifying your agreement to the Special Resolution.

The undersigned, being all the eligible members (as defined by section 289 CA 2006) of the Company entitled to vote on the Special Resolution on the Circulation Date, hereby irrevocably agree to the Special Resolution.

SIGNED this 26 day of FEBRUARY 2009



Mourant Property Trustees Limited
as trustee for Aldersgate Eden Unit Trust



Mourant Property Trustees Limited
as trustee for Brookfield Eden Unit Trust



NOTES

1. If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company
2. If you do not agree to the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
4. Unless, by 26 FEBRUARY 2009, sufficient agreement has been received from the required majority of eligible members for the Resolutions to be passed, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us on or before this date.
5. If you are signing this document on behalf of a person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document.