
THE COMPANIES ACT 2006

WRITTEN RESOLUTIONS

of

MESIROW FINANCIAL INTERNATIONAL UK, LIMITED

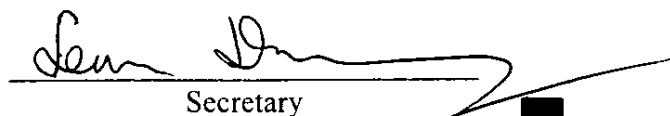
Made pursuant to Chapter 2 of Part 13 of the Companies Act 2006

Circulation Date 4 January 2008

The sole member of the Company, being the holder of one hundred percent of the issued share capital of the Company and being a member who would on the above-stated date be entitled to attend and vote at a general meeting of the Company on 4 January 2008
RESOLVED THAT

Ordinary Resolutions

- 1 the authorised share capital of the Company be increased from £1,000 to £40,000 by the creation of 39,000 ordinary shares of £1 00 each ranking *pari passu* in all respects with the existing ordinary shares of £1 00 each in the capital of the Company, and
- 2 the directors be generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 to exercise all the powers of the Company to allot relevant securities (within the meaning of that section) up to an aggregate nominal amount of £39,000 provided that this authority is for a period expiring five years from the date of this resolution but the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired This authority is in substitution for all subsisting authorities, to the extent unused


Secretary

