

**THE COMPANIES ACT 1981
SPECIAL RESOLUTION
- OF -
MANHATTAN INTERNATIONAL
MANAGEMENT &
CONSULTING LTD.**

BY a Unanimous Written Resolution of the Members of the above-named Company, on 19 December 2012, the following **RESOLUTIONS WERE** duly passed:-

"That the Company be wound up voluntarily";

"That Anthony G Barbuto of 345 Park Avenue, 41st Floor, New York, New York 10154-0101, USA be appointed the Liquidator of the Company with full power and authority to conduct the winding-up of the Company in accordance with The Companies Act 1981 and the Companies (Winding-Up) Rules 1982".

M Tonesan Amissah

Director

**NOTICE OF APPOINTMENT OF
LIQUIDATOR
MEMBERS' VOLUNTARY
WINDING-UP**

Name of Company:

**MANHATTAN INTERNATIONAL
MANAGEMENT &
CONSULTING LTD.**

I, **Anthony G Barbuto** of 345 Park Avenue, 41st Floor, New York, New York 10154-0101, USA hereby give you notice that I have been appointed Liquidator of **MANHATTAN INTERNATIONAL MANAGEMENT & CONSULTING LTD.** by a unanimous written resolution of the members of the Company dated 19 December 2012.

Anthony G Barbuto

Liquidator

Dated this 21st day of December 2012.

**IN THE MATTER OF THE
COMPANIES ACT 1981
AND IN THE MATTER OF
MANHATTAN INTERNATIONAL
MANAGEMENT &
CONSULTING LTD.**

**(IN MEMBERS' VOLUNTARY
LIQUIDATION)**

NOTICE is hereby given that the Creditors of the above-named Company are required on or before the 9th day of January 2013 to send their names and addresses and particulars of their debts or claims to the undersigned, the liquidator of the said Company, at 345 Park Avenue, 41st Floor, New York, New York 10154-0101, USA, and if so required by notice in writing from the said liquidator to come in and prove their said debts or claims at such time and place as shall be specified in such notice or in default of any of the above requirements they will be excluded from the benefit of any distribution made before such debts are proved.

Anthony G Barbuto

Liquidator

Dated this 21st day of December 2012.

**IN THE MATTER OF THE
COMPANIES ACT 1981
- and -
IN THE MATTER OF
MANHATTAN INTERNATIONAL
MANAGEMENT &
CONSULTING LTD.**

**(IN MEMBERS' VOLUNTARY
LIQUIDATION)**

NOTICE is hereby given that a General Meeting of the Members of the above-named Company will be held at Canon's Court, 22 Victoria Street, Hamilton, Bermuda on the 28th day of January 2013 at 9:30 a.m. for the purposes of considering and, if thought fit, resolving:

- (1) the approval of and adoption of an account laid before them showing the manner in which the winding-up of the Company has been conducted and its property disposed of;
- (2) hearing any explanation that may be given by the Liquidator;
- (3) the manner in which the books, accounts and documents of the Company and of the Liquidator thereof, shall be disposed of; and
- (4) to dissolve the Company.

Anthony G Barbuto

Liquidator

Dated this 21st day of December 2012.