

K1 INVEST LTD.

IBC No. 551984

(the “Company”)

A British Virgin Islands International Business Company

Unanimous resolution of the sole member of the Company adopted pursuant to Regulation 59, 86 and 126 of the Company’s Articles of Association and pursuant to s. 159 of The Insolvency Act 2003 (the “Insolvency Act”).

1. At a meeting of members duly constituted and properly held, notice of the meeting having been waived by the sole member, the sole member met to consider the actions to be taken in relation to the Company.
2. It was understood that it had been determined by the sole director that due to circumstances relating to allegations made against Mr. Helmut Kiener, who invented the K1 Fund Allocation System, according to which the assets of the Company including the Participation Rights capital have been invested, and due to his arrest on certain alleged misconduct, the Company is no longer able to carry out its business as intended. Furthermore, although according to the documents it was provided with the investigations are not directly related to the Company and its products, the account keeping bank froze the account, wherefore it is understood that the Company is unable to pay its debts as they fall due and that it would be in the best interest of the Company that it commences voluntary liquidation.
3. It was proposed that Mr. Mark McDonald and Mr. Hugh Dickson of Grant Thornton, be appointed as joint and several liquidators of the Company with effect from the date of these resolutions in accordance with section 159(2) of the Act. A copy of the written consent of Mr. McDonald and Mr. Dickson to act as liquidators of the Company was produced to the meeting and examined by the

member. It was noted that Mr. McDonald held a current insolvency practitioner's license. It was also noted that Mr. Dickson was resident in the Cayman Islands and is an experienced insolvency practitioner with experience in the liquidation of BVI companies.

4. It was noted that pursuant to section 159(3) of the Act, a majority of 75% of the votes of those shareholders present at the meeting and entitled to vote on the resolutions, was required to appoint the liquidator.

IT WAS RESOLVED that:

1. The Company be put into liquidation in accordance with the Insolvency Act, 2003; and
2. Mr. Mark McDonald and Mr. Hugh Dickson be appointed as joint and several liquidators of the Company with effect from the date of the passing of these resolutions.

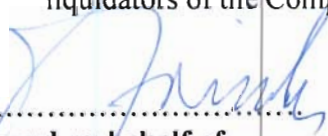
There being no further business, the meeting was concluded.


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Chairman

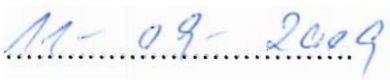
DIETER FRERICHS
Man. Dir.

We, the undersigned, being the sole member of the Company, do hereby unanimously adopt the following resolutions:

1. Mr. Mark McDonald and Mr. Hugh Dickson be appointed as joint and several liquidators of the Company with immediate effect.


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For and on behalf of
Slater Management Limited

(Member)


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(Date)