

Company no. 175064

THE COMPANIES ACT 1985

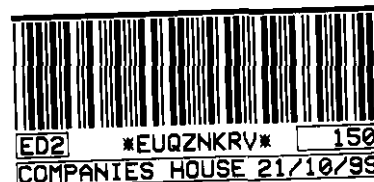
COMPANY LIMITED BY SHARES

Written Resolution of Filofax Group Limited
(passed on 12 October, 1999)

We, the persons whose names appear below and who have signed this document are all the members of the Company entitled to attend and vote at a general meeting of the Company and we hereby unanimously resolve that the following resolution be passed as a written resolution in accordance with the Articles of Association of the Company and agree that it shall be as valid and effective as if it had been passed as a special resolution at a general meeting of the Company duly convened and held:

SPECIAL RESOLUTION

1. **THAT**, subject to compliance with sections 155 to 158 of the Companies Act 1985 (the "Act"), the giving by the Company of financial assistance for the purpose of the acquisition by Day Runner UK plc of all the issued shares in the capital of the Company in the form described in the statutory declaration sworn by the directors of the Company pursuant to section 155(6) of the Act on the date hereof, be and is hereby approved.
2. **THAT** the execution, delivery and performance by the Company of:
 - 2.1 certain guarantees between the Company and Wells Fargo National Association (as agent) (the "Agent") and a Security Agreement between the Company and the Agent, pursuant to which the Company guarantees the obligations of Day Runner Inc., Day Runner UK plc and Filofax Limited under an Amended and Restated Loan Agreement dated as of October 12, 1999 among Day Runner, Inc., Day Runner UK plc and Filofax Limited (as borrowers), the Lenders (as defined therein) the Agent (the "Loan Agreements") and charges its business and assets, including its holding of shares in Filofax

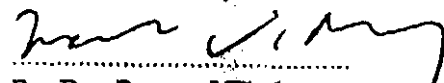


I certify this to
be a true copy
of the original.

Limited by way of fixed and floating charges to the Agent (each of such documents to be in a final form which the directors of the Company may agree) as security for those obligations, be and is hereby approved;

3. **THAT**, subject to compliance with sections 155 to 158 of the Act, the giving by Filofax Limited (a wholly-owned subsidiary of the Company) of financial assistance for the purpose of the acquisition by Day Runner UK plc of all the issued shares in the capital of the Company in the form described in the statutory declaration sworn by the directors of Filofax Limited pursuant to section 155(6) of the Act on the date hereof be and is hereby approved.
4. **THAT** the execution, delivery and performance by Filofax Limited of:
 - 4.1 certain guarantees between Filofax Limited and the Agent and a Security Agreement between Filofax Limited and the Agent pursuant to which Filofax Limited guarantees the obligations of Day Runner Inc., Day Runner UK plc and Filofax Limited under the Loan Agreement and charges its assets and undertakings by way of fixed and floating charges to the Agent (each of such documents to be in a final form which the directors of Filofax Limited may agree) as security for these obligations, be and is hereby approved.
5. **THAT**, subject to compliance with sections 155 to 158 of the Act, the giving by Topps of England Limited (a wholly-owned subsidiary of the Company) of financial assistance for the purpose of the acquisition by Day Runner UK plc of all the issued shares in the capital of the Company in the form described in the statutory declaration sworn by the directors of Topps of England Limited pursuant to section 155(6) of the Act on the date hereof be and is hereby approved.
6. **THAT** the execution, delivery and performance by Topps of England Limited ("Topps") of:
 - 6.1 a legal mortgage between Topps and the Agent pursuant to which Topps grants a legal mortgage over the property described therein as security for the Secured Liabilities (as defined in such Legal Mortgage) (such document in a final form of which the directors of Topps of England Limited may agree), be and is hereby approved.

Dated 12 October, 1999


.....
For Day Runner UK plc

0104476.04-London/LA

3