

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 resolutions be passed as special written resolutions in accordance with the Articles of Association of the Company and the Companies Act 1985 and agree that they shall be as valid and effective as if they had been passed as special resolutions at a general meeting of the Company duly convened and held:

Introduction

1. The sole shareholder is to consider, and if thought fit, approve or ratify all actions relating to a proposed grant of guarantee and security referred to in the Exhibit (the "Exhibit").
2. It was further proposed that the sole shareholder would not seek to rely as against any director of the Company on the statutory declaration made pursuant to Section 156 of the Companies Act 1985 in its capacity as a creditor of the Company or otherwise and that each director of the Company shall have the benefit of indemnification from the Company to the fullest extent permitted by law and the articles of association of the Company.

RESOLUTIONS

1. THAT the execution and performance of the transactions contemplated in the Exhibit would not contravene any provisions of the memorandum of association and articles of association of the Company or any agreement or

12-OCT-1999 16:59



P.04

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

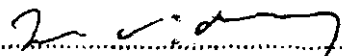
any obligation of the Company and would be in the best interests of the Company and are hereby approved;

2. **THAT** the directors of the Company be and are hereby directed and instructed on behalf of the Company to enter into the agreements, arrangements and transactions referred to in the Exhibit to which the Company is a party and such agreements, arrangements and transactions be and are hereby approved and, as the case may be, ratified and confirmed in all respects, and any one director or any two directors or a director and the company secretary, as appropriate, be and are hereby authorised to execute (under hand or under the common seal or as a deed) and deliver the final form of such agreements on behalf of the Company;
3. **THAT** any director be and is hereby authorised to give any communications and/or take any other action on behalf of the Company as such director may in his absolute discretion consider necessary or desirable in connection with the agreements referred to in the Exhibit;
4. **THAT** in order to give effect to or complete all or any of the transactions contemplated in the Exhibit to which the Company was to be party, whether or not already executed, and in order to allow for any amendments to draft agreements or documents:
 - (i) any two directors of the Company (one being located in the United States and one in the United Kingdom) be and is hereby authorised to make any amendments to any of the draft agreements or documents on behalf of the Company as may be agreed by such persons (such agreement to be conclusively evidenced by such persons executing any of the draft agreements or documents as amended or by initialling such amendments); and
 - (ii) any director of the Company be and is hereby authorised to sign and give, on behalf of the Company, all notices, instructions, certificates and such other documents as such director may in his absolute discretion consider incidental or ancillary to any agreement or document referred to herein (which include the Exhibit) on behalf of the Company and generally to do all things on behalf of the Company as such director may in his absolute discretion consider necessary or desirable in connection with any agreements, documents, arrangements or transactions contemplated in the Exhibit;

5. **THAT** the Directors instruct the Secretary to make all necessary entries in the Company books and registers, and to file with the Registrar of Companies all such forms and documents, as may be necessary to give effect to the agreements, arrangements or transactions contemplated in the Exhibit;
6. **THAT** all actions taken by the Company or any of its directors in connection with transactions and arrangements contemplated in the Exhibit be and are hereby approved, ratified and confirmed in all respects;
7. **THAT** it is acknowledged that, if carried out, the transactions referred to in Exhibit A may or would constitute the provision of financial assistance for the purpose of reducing or discharging a liability incurred for the purpose of the acquisition of shares in the Company. It is further acknowledged that the directors must make statutory declarations in the prescribed form under section 156 of the Companies Act 1985 giving particulars thereof. Such transactions be and are hereby approved.
8. **THAT** the sole shareholder will not seek to rely as against any directors of the Company on the said statutory declarations in its capacity as a creditor of the Company or otherwise and that written confirmation to that effect should be given to each such director.
9. **THAT** each Director of the Company shall be and hereby is indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto including without limitation in relation to executing the aforementioned statutory declaration, including, without limitation, any liability incurred by him in defending any proceedings, whether civil or criminal, or in connection with any application under section 144 or section 727 of the Companies Act 1985 in which relief is granted to him by the Court, and no Director shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto provided however that nothing herein shall have effect insofar as its provisions would otherwise be treated as void by section 310 of the Companies Act 1985 and that each Director of the Company be advised in writing of such indemnity and be entitled to rely thereon as against the Company.

Attached - Exhibit

Dated 12 October, 1999


.....
For Day Runner UK plc

0101106.05-London#1A

4

12-OCT-1999 17:00

P.07