

COMPANY NO. 01954031

**COUNTRYWIDE SURVEYORS LIMITED**

(the *Company*)

**WRITTEN MEMBERS' RESOLUTION**

In accordance with section 381A of the Companies Act 1985 (the *Act*), WE, being all the members of the Company who at the date of this resolution would be entitled to attend and vote at a general meeting of the Company, **CONFIRM** that we have been supplied with the statutory declarations made in compliance with section 155(6) of the Act by the directors of the Company together with the auditors' statutory reports annexed thereto, and **AGREE** that the following resolutions shall have effect as if passed by the Company in general meeting as special resolutions and accordingly **WE RESOLVE**.

1 **THAT** the provision by the Company of financial assistance (within the meaning of sections 151 and 152 of the Act) for the acquisition of ordinary shares in itself by giving of guarantees and security and other forms of financial assistance more fully described in the statutory declarations to be executed by the directors of the Company on or about the date written below, be approved and authorised with immediate effect. This financial assistance will only take place after Completion; and

2. **THAT** the directors of the Company be and hereby are empowered, authorised and directed to execute the Agreements (as defined in Schedule 1 hereto) in the form approved by a meeting of the board of directors held on or about the date written below



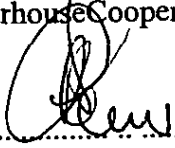
A handwritten signature in black ink, appearing to be 'A. Blum', written over a dotted line.

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For and on behalf  
of **Balanus Limited**

Date: 28 June 2007

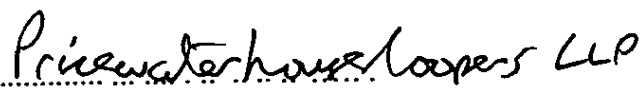
**Notice to members**

A copy of this resolution has been sent to the Company's auditors, PricewaterhouseCoopers, pursuant to s381B Companies Act 1985.

  
.....  
Director/Secretary

We, being the auditors of the Company, confirm that we have received a copy of this resolution

**PricewaterhouseCoopers LLP**

  
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Date. 28 June 2007  
.....

## SCHEDULE 1

### THE DOCUMENTS

- (a) the terms of the Senior Secured Notes Indenture dated 9 May 2007 between, among others, Castle Holdco 4, Ltd as Issuer, the Guarantors (as defined therein), Deutsche Trustee Company Limited as Trustee, Deutsche Bank AG, London Branch as Security Agent, Principal Paying Agent and Transfer Agent, Deutsche Bank Luxembourg S.A. as Registrar, and Deutsche International Corporate Services (Ireland) Limited as Irish Transfer Agent and Paying Agent (each as defined therein) (*the Senior Secured Indenture*) under which the following were issued
- (i) £370,000,000 in aggregate principal amount of senior secured floating rate notes dated 9 May 2007 and due 2014 (*the Senior Secured Floating Rate Notes*), and
  - (ii) £100,000,000 senior secured floating rate PIK-election notes dated 9 May 2007 and due 2014 (*the Senior Secured Toggle Notes*, and together with the Senior Secured Floating Rate Notes, the *Senior Secured Notes*),
- (b) the terms of a supplemental indenture between the Company, Castle Holdco 4, Ltd. and Deutsche Trustee Company Limited, as trustee, to be entered into pursuant to Section 4.11 (*Future Guarantors*) and 10.06 (*Execution of Supplemental Indenture for Future Guarantors*) of the Senior Secured Indenture under which the Company will grant a guarantee to the Holder and the Trustee (as each term is defined therein) under the Senior Secured Indenture (*the Senior Secured Indenture Accession Agreement*),
- (c) the terms of the Senior Notes Indenture dated 9 May 2007 between Castle Holdco 4, Ltd. as Issuer, the Guarantors (as defined therein), Deutsche Trustee Company Limited as Trustee, Deutsche Bank AG, London Branch as Security Agent, Principal Paying Agent and Transfer Agent, Deutsche Bank Luxembourg S A as Registrar, and Deutsche International Corporate Services (Ireland) Limited as Irish Transfer Agent and Paying Agent (each as defined therein) (*the Senior Indenture*) under which £170,000,000 in aggregate principal amount of 9½% senior unsecured notes dated 9 May 2007 and due 2015 (*the Senior Notes*) were issued,
- (d) the terms of a supplemental indenture between the Company, Castle Holdco 4, Ltd and Deutsche Trustee Company Limited, as trustee to be entered into pursuant to Section 4.11 (*Future Guarantors*) and 10.06 (*Execution of Supplemental Indenture for Future Guarantors*) of the Senior Indenture under which the Company will grant a guarantee to the Holder and the Trustee (as

each term is defined therein) under the Senior Indenture (the *Senior Indenture Accession Agreement*),

- (e) the terms of a £100,000,000 senior revolving facility agreement dated 18 May 2007 between, among others, Castle Holdco 4, Ltd as Original Borrower, Credit Suisse, London Branch as Mandated Lead Arranger and Original Lender, Deutsche Bank AG, London Branch as Mandated Lead Arranger, Original Lender, Agent, Security Agent and Issuing Bank, Goldman Sachs International as Mandated Lead Arranger and Goldman Sachs Credit Partners L P. as Original Lender (as each term is defined therein) (the *Senior Revolving Facility Agreement*);
- (f) the terms of an accession letter to be entered into by the Company pursuant to Clause 28.4 (*Additional Guarantors*) and Section 11 of Schedule 13 (*Covenants*) of the Senior Revolving Facility Agreement under which the Company will grant guarantees and indemnities to the Finance Parties (as each term is defined therein) (the *Revolving Facility Agreement Accession Agreement*),
- (g) the terms of the intercreditor agreement dated 9 May 2007 and made by and among Castle Holdco 4, Ltd as Issuer and as Original Senior Revolving Facility Borrower, Castle Holdco 3, Ltd as Holdings and an Investor, Credit Suisse, London Branch, Deutsche Bank AG, London Branch, Goldman Sachs International, Goldman Sachs Credit Partners L P as Original Senior Revolving Facility Lenders, Deutsche Trustee Company Limited as Senior Secured Bond Trustee and Senior Bond Trustee, Deutsche Bank AG, London Branch as Security Agent (as each term is defined therein) (the *Intercreditor Agreement*),
- (h) the terms of an obligor agreement of accession to be entered into pursuant to Clause 23.3 (*Accession of New Obligors*) of the Intercreditor Agreement between the Company and Deutsche Bank AG, London Branch as Agent (as each term is defined therein) (the *Obligor Agreement of Accession*) pursuant to which the Company enters into priority and subordination arrangements,
- (i) the terms of the English law debenture entered into by, *inter alios*, Castle Holdco 4, Ltd. as Original Chargor in favour of Deutsche Bank AG, London Branch as Security Agent (the *Debenture*) under which Castle Holdco 4, Ltd. grants a fixed and floating charge over all of its assets and undertakings present and future by way of security for the obligations under the Secured Notes Indenture and the Revolving Facility Agreement;
- (j) the deed of accession to be entered into by the Company as Additional Chargor, Castle Holdco 4, Ltd. as agent for each of the Chargors under the Debenture and Deutsche Bank AG, London Branch as Security Agent (the *Debenture Accession Deed*);
- (k) the terms of the purchase agreement dated 27 April 2007 by and among Castle Holdco 4, Ltd. as Issuer, Castle HoldCo 3, Ltd as Holdco and Credit Suisse Securities (Europe) Limited, Deutsche Bank AG, London Branch and

Goldman Sachs International as Initial Purchasers (as each term is defined therein) pursuant to which the Purchasers purchased the Senior Secured Floating Rate Notes, the Senior Secured Toggle Notes and the Senior Notes (the **Purchase Agreement**),

- (l) the terms of the joinder agreement to be entered into by the Company and the Initial Purchasers (as defined in Purchase Agreement) under which the Company will *inter alia*, be bound by the terms of the Purchase Agreement as if it were originally named therein and indemnify the Purchasers in respect of the liability arising from *inter alia*, misrepresentation under the Preliminary Offering Circular and Final Offering Circular (as such terms are defined therein) (the **Purchase Agreement Joinder Agreement** and together with the Debenture Accession Deed, the Revolving Facility Agreement Accession Agreement, the Obligor Agreement of Accession, Senior Secured Indenture Accession Agreement, Senior Indenture Accession Agreement, the **Accession Documents**), and
- (m) the terms of the company intra-group loan agreement to be entered by Castle Holdco 4, Ltd. and Countrywide Limited as borrowers and the Company and certain other group companies as lenders pursuant to which those group companies will make available a facility to Castle Holdco 4, Ltd. to enable it to service its obligations under the Senior Revolving Facility Agreement and the Indentures (the **Company Intra-Group Loan Agreement** and together with the Senior Secured Indenture, the Senior Indenture, the Senior Revolving Facility Agreement, the Intercreditor Agreement, the Debenture, the Purchase Agreement and the Accession Documents, the **Agreements**),

and by the performance of any other acts (including, without limitation, the payment of all fees (the **Fees**) to professionals, third parties and others in connection with the Acquisition) or the execution of any other documents (as the same shall be amended, supplemented, novated and/or replaced from time to time) ancillary or otherwise relating to the Agreements