

The Companies Act 1985

Written Resolutions Of

FIRST SECURITY (GUARDS) LIMITED

(the "Company")

(Passed on 13th October 2004)



I, the undersigned, being the sole member of the Company who (at the date of these resolutions) would be regarded for the purpose of section 381A of the Companies Act 1985 as entitled to attend and vote at any general meeting of the Company and in accordance with schedule 15A of the Companies Act 1985, having been supplied with a copy of the statutory declaration made pursuant to section 155 of the Companies Act 1985 and the auditors' report annexed thereto, hereby agree, pursuant to section 381 of the Companies Act 1985 that the following written resolutions (which would otherwise be required to be passed as special resolutions) be passed:

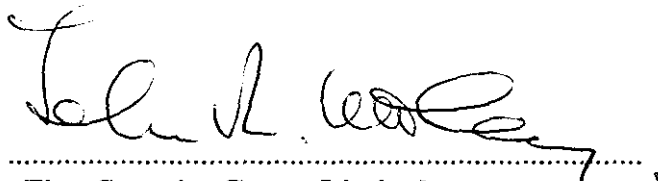
SPECIAL RESOLUTIONS

1. THAT the Memorandum of Association of the Company be amended by the insertion of the following new object:

"(Y) To give, subject to and in accordance with due compliance with the provisions of sections 155-158 inclusive of the Companies Act 1985 (if and so far as such provisions shall be applicable), whether directly or indirectly, any kind of financial assistance (as defined in section 152(1)(a) of the Companies Act 1985) for any such purpose as is specified in section 151(1) and/or section 151(2) of the Companies Act 1985."
2. THAT the Articles of Association of the Company be amended by the deletion of the words "but so that:-" at the end of Article 16.
3. THAT, subject to compliance with sections 155 to 158 of the Companies Act 1985, the giving of financial assistance by the Company to MacLellan Group

Plc for the purpose of acquiring the entire issued share capital of First Security Group Limited and the terms and arrangements contemplated by the execution, delivery and performance by the Company of the following documents be approved:

- 3.1 a corporate cross-guarantee and debenture (the "**Guarantee**") to be given by the Company and other members of the group in favour of Barclays Bank PLC ("**Barclays**");
- 3.2 an accession agreement (the "**CAS 2000 Accession Agreement**") to be entered into by the Company in relation to the CAS 2000 Master Agreement dated 25 October 2000 and a facility letter made between Barclays, MacLellan Group Plc and others relating to a sterling composite accounting system; and
- 3.3 an accession agreement (the "**Cross-guarantee Accession Agreement**") to be entered into by the Company in relation to the cross-guarantee dated 25 October 2000 and made between Barclays, MacLellan Group Plc and others.
4. That the approval for the Company to enter into the Guarantee, the CAS 2000 Accession Agreement and the Cross-guarantee Accession Agreement be given notwithstanding that the Company might be held to be giving financial assistance for the purposes of sections 151 and 152 of the Companies Act 1985.


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First Security Group Limited