

PARHAM TRADING LIMITED

(Company Number: 2316982)

Members' Written Resolutions

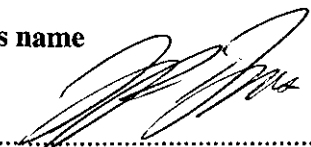
Resolution in writing of all the members of the Company who at the date of this resolution would be entitled to attend and vote at a general meeting of the Company made under section 381A of the Companies Act 1985.

RESOLVED that:

- (a) subject to compliance with section 155 to 158 of the Companies Act 1985 (the "**Act**"), the giving by the Company of financial assistance within the meaning of section 151-152 of the Act for the purpose of reducing or discharging liabilities incurred by Parham Holdings Limited (Co No 3104127) (the "**Parent**") in connection with the acquisition of (i) shares in the Parent by Beaulieu Property Management Limited and (ii) shares in the Company's parent at the date of its acquisition, Parham Strategic Limited (Co No 2957556) ("**Strategic**") by the Parent 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 of these resolutions be approved; and
- (b) the entry into, execution, delivery and performance by the Company of the following documents more fully described in the statutory declaration in form 155(6)a as referred to in paragraph (a) of these resolutions (i) the Facility Agreement; (ii) the Debenture; and (iii) the Subordination Deed, in the form approved by the directors, be approved, notwithstanding any provisions of the memorandum or articles of association of the Company or any personal interest of its directors and even though the execution, delivery and performance of those documents may constitute financial assistance for the purpose of reducing or discharging liabilities incurred by the Parent in connection with the acquisition of (i) shares in the Parent by Beaulieu Property Management Limited and (ii) shares in Strategic by the Parent and nothing in this paragraph (b) of these resolutions shall operate to limit paragraph (a) of these resolutions.

Dated *25th August* 2005

Member's name



For and on behalf of
Parham Holdings Limited

