

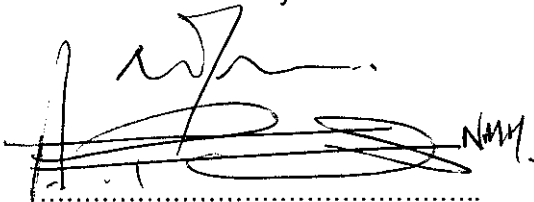
ASQUITH COURT HOLDINGS LIMITED (Company)

**Written Resolution pursuant to
Section 381A Companies Act 1985 (as amended)**

We, the undersigned, being the sole member of the Company for the time being entitled to receive notice of and to attend and vote at general meetings of the Company, hereby pass the following resolutions as Special Resolutions of the Company pursuant to section 381A of the Companies Act 1985 (as amended) (**Act**) and hereby agree that the said resolutions shall for all purposes be as valid and effective as if passed by us as Special Resolutions at a general meeting of the Company duly convened and held.

SPECIAL RESOLUTIONS

- 1 That the provisions of, and performance of the obligations set out in, the documents listed in the appendix to this Written Resolution (**Documents**), which the Company is proposing to enter into in connection with the financing arrangements to be entered into with HSBC Bank plc (**Lender**) be and are hereby approved (copies of such Documents having been supplied to the sole member of the Company prior to the signing of this Written Resolution), (subject to such changes as the Company's directors, in their absolute discretion, think fit (such opinion being evidenced by the execution of such Documents)).
- 2 That, notwithstanding any provisions of the Company's Memorandum and Articles of Association or any personal interest of any of the Company's directors, the Company's directors and/or secretary be and are hereby authorised and directed to execute, deliver and perform the obligations set out in the Documents and give or execute any or all notices, communications or other documents on behalf of the Company pursuant to or in connection with each of the Documents for the Company (in such manner and subject to such changes as the Company's directors, in their absolute discretion, think fit (such opinion being evidenced by the execution of such Documents)).



Acorndrift Limited

Date: 5/12/2006

THURSDAY



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Appendix

The Documents

- (a) a facilities agreement (**Facilities Agreement**) for the provision of a £38,000,000 term loan facility and a revolving credit facility to be made between Acorndrive Limited (**Borrower**), the Lender and the Company in its capacity as one of the Original Charging Companies (as defined in the Facilities Agreement);
- (b) an intra-group loan agreement for the provision of loan facilities to be made available by the Company (amongst others) to the Borrower and to be made between the Borrower and the Company (amongst others) in its capacity as one of the Original Charging Companies;
- (c) a debenture (**Debenture**) to be given by the Company in favour of the Lender pursuant to which the Company grants fixed and floating charges over its assets and undertaking in order to secure the Secured Obligations (as defined in the Debenture);
- (d) a guarantee (**Guarantee**) to be given by the Company in favour of the Lender pursuant to which the Company guarantees the Secured Obligations (as defined in the Guarantee); and
- (e) an intercreditor deed to be entered into between, amongst others, the Borrower, the Lender and the Company in its capacity as one of the Original Charging Companies.