

COMPANIES ACTS 1985 AND 1986

MIDAS HOMES LIMITED

(Company No. 02714200) (the "Company")

COMPANY LIMITED BY SHARES

SHAREHOLDER'S WRITTEN RESOLUTIONS

The following written resolutions of the only member of the Company entitled to attend and vote at a general meeting of the Company were made on 5 February 2007 in accordance with Section 381A of the Companies Act 1985 (the "Act").

We, the undersigned, being the only member of the Company who would on the above stated date be entitled to attend and vote at a general meeting of the Company **HEREBY AGREE AND RESOLVE** in writing in accordance with Section 381A of the Act as follows:

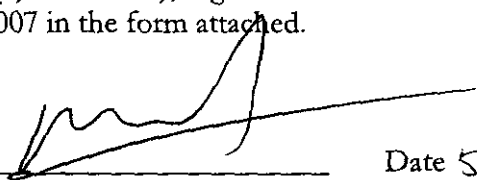
1. **THAT** the provisions of and the execution, delivery and performance by the Company of:
 - 1.1 the facility agreement to be entered into by (1) Galliford Try PLC (the "**Borrower**"), (2) the subsidiaries set out in Part I of Schedule I thereto (including the Company), (3) Barclays Capital, HSBC Bank plc, The Royal Bank of Scotland plc and The Governor and Company of the Bank of Scotland as mandated lead arrangers, (4) the Finance Parties (as defined therein) and (5) HSBC Bank plc as Facility Agent and Security Agent for the Finance Parties (as defined therein) and as Issuing Bank (the "**Facility Agreement**"), whereunder the Finance Parties (as defined therein) will agree to make available to the Borrower credit facilities of up to £450,000,000 upon the terms and conditions contained therein be hereby authorised and approved;
 - 1.2 the legal charge to be entered into by (1) the Borrower, (2) the subsidiaries set out in Schedule I thereto (including the Company) and (3) the Facility Agent for each of the Finance Parties (as therein defined) (the "**Legal Charge**") be hereby authorised and approved; and
 - 1.3 the power of attorney to be granted by the Company in favour of Richard Barraclough, Francis Nelson and Jacqueline Taylor to (jointly and severally), inter alia, agree, finalise and execute the Facility Agreement, the Legal Charge and any other Finance Documents (as defined in the Facility Agreement), notice, communications or other ancillary document thereto be hereby authorised and approved,

(the documents listed in (1.1) to (1.3) above, together the "**Documents**").
2. **THAT** the entry by the Company into any other documents to be delivered by the Company under or pursuant to any of the Documents, or any action taken by the Directors/Authorised Signatories/Attorneys on behalf of the Company in connection with the transactions contemplated thereunder, be hereby authorised and approved.

3. THAT the entry by the Company into the Documents and any other documents to be delivered by the Company under or pursuant to any of the Documents is for the benefit of and in the best interests of the Company for the purposes of carrying on its business.
4. That the financial assistance which it is proposed that the Company and the Company's subsidiary Gerald Wood Homes (the "Subsidiary") shall give to Galliford Try Homes Limited (the "Parent") in connection with the Parent's acquisition of the entire issued share capital of the Company and the financial assistance which it is proposed that the Subsidiary shall give to Galliford Try PLC in connection with Galliford Try PLC's acquisition of the entire issued share capital of the Subsidiary and subsequent transfer to the Company, particulars of which said assistance are contained in the Forms 155(6)(a), 155(6)(b) statutory declarations made on 5th February 2007 by the Directors of the Company, be and is hereby approved.

We acknowledge that we have been supplied with a copies of the above statutory declarations in the form prescribed by sections 155(6)(a), 155(6)(b) and 156 of the Companies Act 1985 (the "Act") made by the directors of the Company on 5th February 2007 (being made within the period specified in section 157(1) of the Act), together with the auditors report required by section 156(4) dated 5th February 2007 in the form attached.

By


Richard Barraclough, Director
For and on behalf of Galliford Try Homes Limited

Date 5th February 2007