

THE COMPANIES ACT 1985

WRITTEN RESOLUTIONS

OF

ACCUREAD LIMITED

(Passed on 4 May 2007)

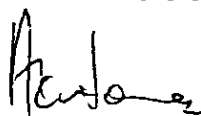
I, the undersigned, being the sole member of the Company who (at the date of this resolution) would have been entitled to vote upon the resolutions set out below if it had been proposed at a general meeting at which we were present, hereby agree, pursuant to regulation 53 of Table A (adopted by article 1 of the Company's articles of association) to the following written resolutions (which would otherwise be required to be passed as a special resolutions)

RESOLUTIONS

THAT

- (a) the provision by the Company of financial assistance (as defined in section 152 Companies Act 1985) in relation to the refinancing of existing bank debt, incurred in relation to the acquisition by De Facto 1121 Limited of shares in the capital of the Company's holding company by the Company giving guarantees and security in respect of approximately £250,000,000 of loan facilities and entering into subordination and upstream loan arrangements and other arrangements all as more fully described in the directors' statutory declaration of solvency in Form 155(6)(a), a copy of which is attached to this resolution be approved, and
- (b) the articles of association of the Company be amended, such that
 - (i) article 22 1 shall be deleted in its entirety, and
 - (ii) article 22 11 shall be deleted in its entirety and replaced by the following

"A director may vote in respect of any contract or arrangement in which he, or any person with whom he is connected, is interested and be counted in the quorum present at any meeting of the Directors or, if otherwise so entitled, at any General Meeting of the Company at which any such contract or arrangement is proposed or considered, and if he shall vote his vote shall be counted Regulations 94 to 98 of Table A inclusive shall not apply "
- (c) it is in the interests of, and for the further benefit of, the Company to enter into the Documents (as defined below) and the directors are instructed to take any action in connection with the negotiation, execution, delivery and performance of the Documents (as defined below) as they shall deem necessary or appropriate, and
- (d) that entry into and performance by the Company of the documents listed in the schedule hereto (the "**Documents**") in connection with the financial assistance described herein be approved as well as any other documents in connection therewith



for and on behalf of
GSL Utility Services Limited



SCHEDULE

The Documents

- 1 A senior multicurrency term and revolving facilities agreement between (amongst others) De Facto 1121 Limited (the "**Parent**") and certain of its subsidiaries (including the Company) as borrowers and guarantors and Fortis Bank S A /N V UK Branch (in various capacities) ("**Fortis**") (the "**Senior Facilities Agreement**")
- 2 A mezzanine facilities agreement (the "**Mezzanine Facilities Agreement**") between, amongst others, the Parent, the companies listed therein (including the Company), the Original Guarantor (as defined therein) and Intermediate Capital Group plc (in various capacities)
- 3 A debenture between the Parent, certain of its subsidiaries (including the Company) and Fortis as Security Agent and certain notices to be executed thereunder
- 4 An intra-group loan agreement between the Parent (as borrower) and certain of the Parent's subsidiaries, including the Company (as lenders)
- 5 An intercreditor deed between the Senior First Priority Lenders, the Facility D Lenders, the Hedge Counterparties, the Investors, the Parent, the Obligors (including the Company), Intercompany Creditors and the Intercompany Debtors and the various financial institutions parties thereto as agents and arrangers (each as defined therein)
- 6 A certificate to be signed by a director of the Company certifying amongst other things that certain copy documents which are to be delivered to Fortis and Intermediate Capital Group plc pursuant to the terms of the Senior Facilities Agreement and the Mezzanine Facilities Agreement respectively, are true, complete and up-to-date as at the date of the Senior Facilities Agreement and the Mezzanine Facilities Agreement
- 7 A letter of support (the "**Letter of Support**") to be granted by the Parent to the Company and the Chargors
- 8 An intercompany loan agreement (the "**AccuRead Loan**") pursuant to which the Company agrees to lend on or around £7,500,000 to Global Solutions Limited

THE COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY SHARES
ACCUREAD LIMITED

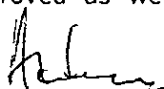
The following written resolutions were passed by the Company on **4** May 2007 as special resolutions

RESOLUTIONS

THAT

- (a) the provision by the Company of financial assistance (as defined in section 152 Companies Act 1985) in relation to the refinancing of existing bank debt, incurred in relation to the acquisition by De Facto 1121 Limited of shares in the capital of the Company's holding company by the Company giving guarantees and security in respect of approximately £250,000,000 of loan facilities and entering into subordination and upstream loan arrangements and other arrangements all as more fully described in the directors' statutory declaration of solvency in Form 155(6)(a), a copy of which is attached to this resolution be approved, and
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- (d) that entry into and performance by the Company of the documents listed in the schedule hereto (the "**Documents**") in connection with the financial assistance described herein be approved as well as any other documents in connection therewith.



Chairman

Presented by Ashurst
Broadwalk House
5 Appold Street
London EC2A 2HA
Tel 0207 638 1111
Ref GCW/DEF02 00006

SCHEDULE

The Documents

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