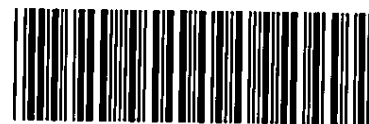


Company Number: 3194506

The Companies Act 1985

TUESDAY



A27 "AWL6YUTI" 20/11/2007 244
COMPANIES HOUSE

Company limited by shares

**Written resolutions
of**

Taylor Continental Holdings Limited (the "Company")

(on 15 November 2007)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolutions 1- 5 below are passed as special resolutions

You having been supplied with a copy of the statutory declarations made pursuant to section 155 of the Act and the auditors' reports annexed thereto and copies of all draft documents referred to in this resolution, Hereby resolve as follows

Special Resolutions

- 1 **That** the giving of financial assistance by the Company pursuant to sections 151-158 of the Act, to SG 3030 Limited, a company registered in England and Wales under company number 4491467 (the "**Purchaser**"), for the purpose of acquiring shares in the Company and the terms and arrangements contemplated by the execution and delivery by the Company of the following documents in favour of Anglo Irish Bank Corporation plc (in various capacities) (the "**Bank**") and the performance by the Company of its obligations under those documents
 - 1.1 A debenture (the "**Debenture**") under which the Company will (amongst other things) guarantee the repayment of all moneys from time to time owed to the Bank by the Purchaser and of all monies from time to time owed to the Bank by certain subsidiaries of the Purchaser and grant fixed charges over the assets identified in the debenture and a floating charge over the remainder of the Company's undertaking by way of security for all obligations of the Purchaser and the Company or the Company's subsidiary to the Bank from time to time,
 - 1.2 a cross guarantee agreement (the "**Cross Guarantee Agreement**") under which the Company together with the Purchaser and with the Company's subsidiary which each would guarantee repayment on demand of all monies and liabilities due, owing or incurred at anytime by the Purchaser the Company and/or its subsidiary to the Bank and all interest thereon and costs
 - 1.3 An intra-group funding agreement (the "**Intra-Group Funding Agreement**") to be made between the Company, its subsidiary and the Purchaser pursuant to which

monies may be loaned by the Company, its subsidiary and the Purchaser to each other

(together the "**Financial Assistance Documents**")

be and is approved

- 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 empowered, authorised and directed to execute and deliver the Financial Assistance Documents for and on behalf of the Company (in such manner and subject to such changes as they, in their absolute discretion, think fit)
- 3 **That**, notwithstanding that the execution, delivery and performance by the Company of the Financial Assistance Documents and the performance of its obligations thereunder might be held to constitute the giving by the Company of financial assistance within sections 151-158 of the Act, the giving of financial assistance by the Company in the form and on the terms set out in the statutory declaration (including the auditors' report(s) attached thereto) attached to this written resolution be and is hereby approved
- 4 That, subject to compliance with sections 155 – 158 of the Act, the Company's Subsidiary, Taylor Oak Park Limited (Company number 4751193), enter into the following documents
 - 4 1 a debenture with the Bank,
 - 4 2 the Cross Guarantee Agreement

(together, the "**Subsidiary's Financial Assistance Documents**") be and are approved

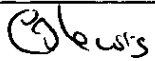
- 5 That, the giving of financial assistance by the Company's aforesaid subsidiary execution, delivery and performance of the Subsidiary Financial Assistance Documents is approved

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Special Resolutions

The undersigned, a person entitled to vote on the above resolutions on ,
hereby irrevocably agrees to the Special Resolutions

Signed by


DIRECTOR FORTUNE BEAHLE
OF TAYLOR CONTINENTAL FUNDING LIMITED

NOTES

1 You can choose to agree to the all of the Special Resolutions or none of them but you cannot agree to only some of the resolutions. If you agree to all of the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods

- **By Hand** delivering the signed copy to [NAME AND ADDRESS]
- **Post** returning the signed copy by post to [NAME AND ADDRESS]
- **Fax** faxing the signed copy to [FAX NUMBER] marked "For the attention of [NAME]"
- **E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to [E-MAIL ADDRESS] Please enter "Written resolutions dated [CIRCULATION DATE]" in the e-mail subject box

If you do not agree to all of the resolutions, you do not need to do anything you will not be deemed to agree if you fail to reply

2 Once you have indicated your agreement to the resolutions, you may not revoke your agreement

3 Unless, by 15th November 2007, sufficient agreement has been received for the resolutions to pass, they will lapse If you agree to the resolutions, please ensure that your agreement reaches us before or during this date

4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company Seniority is determined by the order in which the names of the joint holders appear in the register of members

5 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document

A copy of this written resolution has been supplied to the auditors of the Company.