

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS

of

TRAINSTATION LIMITED
(the "Company")

The following written resolutions, which would otherwise be required to be passed as special resolutions were passed by the Company on 16/4/2002.

SPECIAL RESOLUTIONS

THAT:-

- (a) the Company provide financial assistance (as defined in section 152 Companies Act 1985) to Crown Sports PLC ("**Crown Sports**") in connection with the refinancing of loan facilities originally obtained for the purposes of, inter alia, Dragons Health Clubs Plc's acquisition of the entire issued share capital of the Company, by the Company acceding as a guarantor to a £50 million facilities agreement (the "**Facilities Agreement**"), executing a debenture in favour of HSBC Investment Bank plc over its undertaking, business and assets (the "**Debenture**") and entering into an intra group loan agreement with Crown Sports (the "**Intra Group Loan Agreement**") (together, the "**Assistance Documents**") 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;
- (b) the giving of financial assistance by the Company by the execution of, and the subsequent exercise of rights under, the Assistance Documents be approved; and
- (c) approval for the Company to enter into the Assistance Documents be given notwithstanding that the Company might be held to be giving financial assistance for the purposes of sections 151 and 152 of the Companies Act 1985.


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CHAIRMAN
DIRECTOR

Presented by: Ashurst Morris Crisp
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