

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

PAN ALBION GROUP LIMITED

(Passed on 13 June 2006)



We, the undersigned, being all the members of the Company for the time being entitled to attend and vote at general meetings of the Company (the "**Shareholders**") **HEREBY RESOLVE** pursuant to section 381A of the Companies Act 1985 (the "**Act**") that the following resolution be passed as a Written Resolution of the Company, such resolution having effect, in accordance with that section, as if passed by the Company in general meeting:

WRITTEN RESOLUTION

1. THAT, subject to compliance with sections 155 to 158 of the Companies Act 1985 (the "Act"), the giving by the Company and its subsidiaries Daws Investments Limited and Eurocoast Limited (the "**Subsidiaries**") of financial assistance in the form described in the statutory declarations sworn by the directors of the Company pursuant to section 155(6) of the Act on the date hereof, and attached to this resolution, be approved.
2. The entry by the Company into:
 - (a) an inter-company composite guarantee to be executed by the Company, Kandahar Academy Limited, Daws Investments Limited, Eurocoast Limited, Kandahar (Great Malvern) Limited, Kandahar (Ipswich) Limited, Kandahar (Nottingham) Limited, Kandahar (Nottingham) No. 1 Limited, Kandahar (Caterham) Limited, Kandahar (Caterham) No. 1 Limited, Kandahar (Nottingham) Nominee No. 1 Limited, Kandahar (Nottingham) Nominee No. 2 Limited, Kandahar (Salisbury) Limited and Kandahar (Kingston) Limited or any company which becomes a Principal in terms of the Guarantee (the "**Principals**") in favour of The Governor and Company of the Bank of Scotland (the "**Guarantee**");
 - (b) a debenture in favour of The Governor and Company of the Bank of Scotland (the "**Bank**") from the Company;

be approved.

3. The entry by the Subsidiaries into:

- (a) the Guarantee;
- (b) a debenture in favour of the Bank from each of the Subsidiaries; and
- (c) an agreement creating a first and only legal charge over those properties owned by each of the Subsidiaries as set out in Part 1 of Schedule 4 of the acquisition agreement between Kandahar Academy Limited and Pan Albion Group Limited (the "**Properties**") in favour of the Bank (the "**Charge**").

Signed by D&E Holdings Limited

Date

[Signature]
acting by its duly authorised attorney

13 June 2006

Signed by Adam Cedar

Date

Martin McGann
acting by its duly authorised attorney

13 June 2006