

(Company No 03720932)

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

EXCEL AVIATION LIMITED ("Company")

17 August 2008

WEDNESDAY



A49

20/08/2008

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COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following be passed as ordinary and special resolutions ("**Resolutions**")

ORDINARY RESOLUTION

- 1 **THAT** the terms of, and the transactions contemplated by the documents listed in Schedule 1 hereto, including the guarantee to be given by the Company, be approved and authorised with immediate effect
- 2 **THAT** the directors of the Company be and hereby are empowered, authorised and directed to execute the documents listed in Schedule 1 hereto in the form approved by a meeting of the board of directors held on or about the date written below and any other document in connection with the transactions contemplated by the documents listed in Schedule 1
- 3 **THAT** these resolutions have effect notwithstanding any provision of the Company's articles of association

SPECIAL RESOLUTION

- 1 **THAT** the Articles of Association of the Company be altered by the deletion of the existing Article 7(a) and the following be inserted in its place

"Article 7(a) Notwithstanding anything contained in these articles, the directors shall not decline to register any transfer of shares where such transfer is executed by, in favour of, or on the instruction of any bank or institution to whom shares have been charged or mortgaged (or by or in favour of any nominee of such bank or institution) nor may the directors suspend registration of any member which is a bank or institution (or nominee thereof), or who became a member by virtue of the instructions of any such bank or institution to whom such shares have been charged or mortgaged "

AGREEMENT

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

The undersigned, a person entitled to vote on the above resolutions on 17 August 2008, hereby irrevocably agrees to the Resolutions

Signed by XL LEISURE GROUP PLC

Date 17.08.2008

~~Bansfield~~
Hunters sign