

Company number 3904202

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

MFC CO UK LIMITED (Company)

THURSDAY



CIRCULATION DATE 18 June 2010
(Circulation Date)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (Resolution)

SPECIAL RESOLUTION

THAT the articles of association set out in the model articles for private companies limited by shares contained in Schedule 1 of the Companies (Model Articles) Regulations 2008 (SI 2008/3229) as amended prior to the Circulation Date (**Model Articles**) be adopted by the Company as its articles of association to the total exclusion of the existing articles of association of the Company (including, for the avoidance of doubt, (a) the total exclusion of those provisions which were contained in the Company's memorandum of association that are to be treated as part of its existing articles of association pursuant to section 28 of the Companies Act 2006 and (b) the total exclusion of any articles prescribed under the Companies Act 1985 whether or not they are excluded or modified by the Model Articles)

AGREEMENT

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

The undersigned, being all those persons entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agree to the Resolution

Signed by OLIVER SLIPPER
(Director) for and on behalf of
Perform Media Services Limited

Date

18 JUNE

2010

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I CERTIFY THAT THIS DOCUMENT IS A TRUE COPY OF
THE ORIGINAL DOCUMENT.

SIGNED. N. JACKSON DATE: 06/09/10

NATHAN JACKSON

SOLICITOR

THE GIBSON O'NEILL COMPANY LIMITED

Signed by KEITH LAMB
(Director) for and on behalf of
Middlesbrough Football & Athletic
Company (1986) Limited

Keith Lamb

Date

18 June

2010

NOTES

- 1 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning the signed version either by hand or by post to either Sussex House, Plane Tree Crescent, Feltham, Middlesex TW13 7HE or Riverside Stadium, Middlesbrough TS3 6RS

You may not return the Resolution to the Company by any other method

If you do not agree to the Resolution, 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 Resolution, you may not revoke your agreement
- 3 Unless within 28 days of the Circulation Date sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us within this period

I CERTIFY THAT THIS DOCUMENT IS
A TRUE COPY OF THE ORIGINAL
DOCUMENT

SIGNED:  DATE: 06/09/10

NATHAN JACKSON

SOLICITOR

THE GIBSON O'NEILL COMPANY LIMITED

MFC.CO.UK LIMITED
Company No: 03904202
(the "Company")

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09/09/2010 15
COMPANIES HOUSE

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**Resolutions of the Directors of the Company passed
pursuant to Article 21.5 of the Articles of Association of the Company**

Dated: 18 June 2010

1 Declaration of Interest

Pursuant to Section 177 of the Companies Act 2006, each of the directors hereby notes the nature and extent of his own interest and the interest of each of the other directors in relation to the matters discussed below. It is noted, in particular, that each of Andrew Croker and Oliver Michael Slipper are interested in certain of the proposed transactions outlined below by virtue of their position as directors of Perform Media Services Limited (the "**Seller**") and that each of Stephen Gibson and Keith Lamb are interested in such proposed transactions by virtue of their position as directors of Middlesbrough Football & Athletic Company (1986) Limited (the "**Purchaser**"). It is noted that pursuant to article 20 of the Company's articles of association, each director is entitled, subject to the above disclosure, to vote in relation to the matter in which they are interested.

2 Purpose of Resolutions

It is noted that the purpose of these resolutions is to approve certain matters relating to the following proposed transactions (the "**Transactions**")

- (a) the settlement of a dispute that has arisen between the Seller, the Purchaser and the Company in respect of which legal proceedings have been issued by the Seller against the Purchaser and the Company (the "**Dispute**"), and
- (b) the proposed transfer by the Seller of the 50 ordinary shares of nominal value of £1 00 each and 558,000 deferred shares of nominal value of £1 00 each in the capital of the Company currently registered in the name of the Seller (together the "**Shares**") to the Purchaser

3 The Transactions

3 1 It is noted that negotiations have been concluded between the Seller, the Purchaser and the Company in relation to the settlement of the Dispute and the transfer of the Shares and that the main terms of the Transactions are set out in the following documents

- (a) a share sale and purchase agreement to be entered into between the Seller, the Purchaser and the Company (the "**Agreement**"), and
- (b) a consent order relating to the Dispute to be signed by the Seller, the Purchaser and the Company (the "**Consent Order**")

3 2 It is noted (amongst other things) that the Agreement provides for the termination of certain existing agreements entered into between (amongst others) the Seller, the Purchaser and the Company and the waiver and release of any claims or liabilities

that may exist at the time of completion of the Agreement ("**Completion**") as between the parties to the Agreement

4 Approval of the Transactions

Having carefully considered and noted the proposed Transactions and the terms of the Agreement, including consideration of the matters referred to in section 172(1) of the Companies Act 2006, IT IS RESOLVED that

- (a) the Transactions are in the best interests of the Company,
- (b) the terms of the Agreement and the Consent Order and the transactions contemplated by them and any other documents and instruments that may be executed by the Company in connection with the Agreement and the Consent Order or the Transactions generally be and they are approved,
- (c) the Company should enter into the Agreement and the Consent Order,
- (d) any director be and is authorised to sign and date the Agreement and the Consent Order and any related documents on behalf of the Company and any single director be and is authorised to execute any necessary documents as a deed in the presence of a witness,
- (e) any director of the Company be authorised to agree any amendments to the Agreement or the Consent Order or any related documents which he in his absolute discretion considers necessary or advisable,
- (f) any director be and is authorised to approve on the Company's behalf the form of any other document incidental or ancillary to the Agreement, the Consent Order or the Transactions generally and the execution of any document so approved be and is authorised,
- (g) any director or other officer be and is authorised to prepare and file with any appropriate body any such notices, forms or other papers in connection with the Transactions as he in his absolute discretion considers necessary or advisable, and
- (h) any director be and is authorised to take any other action required under or in connection with the Transactions

5 Transfer of Shares

5 1 It is noted that stock transfer forms relating to the transfer of the Shares to the Purchaser (together, the "**Transfers**") have been signed by the Seller. It is also noted that the Transfers contain certificates that they are exempt from stamp duty

5 2 IT IS RESOLVED that, subject only to Completion

- (a) the Transfers be approved,
- (b) the Purchaser be entered in the register of members of the Company as the holder of the Shares, and
- (c) new share certificates in respect of the Shares in favour of the Purchaser be issued and executed (following either cancellation of the existing certificates

in respect of the Shares or the production of an indemnity in respect of any missing certificates)

6 Resignation and Appointment of Officers

6 1 It is noted that the Company has received letters of resignation from Andrew Croker and Oliver Michael Slipper in respect of their appointments as directors of the Company and from David Surtees in respect of his appointment as company secretary of the Company and it is noted that such resignations are intended to take effect subject to, but with immediate effect from, Completion

6 2 IT IS RESOLVED that subject to, but with immediate effect from, Completion the above mentioned resignations of officers be accepted

6 3 IT IS RESOLVED that subject to, but with immediate effect from, Completion Alan William Bage, having consented to act, be appointed as the new company secretary of the Company

7 Banking Arrangements

IT IS RESOLVED that subject to, but with immediate effect from, Completion

- (a) any existing instructions to the Company's bankers be revoked,
- (b) Stephen Gibson and Keith Lamb be approved as the only signatories to the Company's bank accounts, and
- (c) arrangements be made with the Company's bankers to arrange for the completion of a new bank mandate to give effect to the above arrangements

8 Change of Registered Office

IT IS RESOLVED that subject to, but with immediate effect from, Completion the registered office of the Company be changed to Riverside Stadium, Middlesbrough TS3 6RS

9 Change of Articles of Association

9 1 It is noted that it is proposed that, subject to but with immediate effect from Completion, the Company adopt the model articles for private companies limited by shares contained in Schedule 1 of the Companies (Model Articles) Regulations 2008 (SI 2008/3229) as its articles of association in place of its existing articles (and without incorporating any of the provisions of its old style memorandum of association into its articles) (the "**New Articles**")

9 2 IT IS RESOLVED that a form of written resolution for the Company to adopt the New Articles as its articles of association be approved and circulated to the shareholders of the Company for agreement as a special resolution of the Company and a copy of such written resolution be delivered to the Company's auditors

10 Statutory Registers and Companies House Filings

IT IS RESOLVED that any officer of the Company be authorised to

- (a) update the statutory books and registers of the Company to reflect the matters referred to above,
- (b) prepare for filing at Companies House (and, where necessary, sign on behalf of the Company) the following
 - (i) Forms AP01 and TM01 in respect of the above mentioned appointments and resignations of directors,
 - (ii) Forms AP03 and TM02 in respect of the above mentioned appointment and resignation of the company secretary, and
 - (iii) Form AD01 in respect of the change of registered office, and
 - (iv) notice of the passing of the written resolution (when and if the same is passed), and
- (c) place copies of the above mentioned documents with the statutory books of the Company

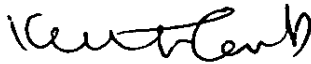
By signing below, each of the current directors of the Company hereby confirm their approval of and agreement to the above resolutions

Andrew Croker

Oliver Michael Slipper



Stephen Gibson



Keith Lamb

- (a) update the statutory books and registers of the Company to reflect the matters referred to above,
- (b) prepare for filing at Companies House (and, where necessary, sign on behalf of the Company) the following
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By signing below, each of the current directors of the Company hereby confirm their approval of and agreement to the above resolutions



Andrew Croker

Oliver Michael Slipper

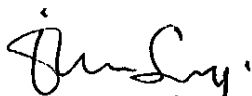
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Andrew Croker



Oliver Michael Slipper

Stephen Gibson

Keith Lamb