

COMPANY NUMBER: 03943330

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

**WRITTEN SPECIAL RESOLUTION
OF
BHFS ONE LIMITED**

(the "Company")

passed on May 28, 2008

Pursuant to section 288 and Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the undersigned, being the sole member who at the date hereof would be entitled to attend and vote at a general meeting of the Company convened for the passing of the following special resolution, hereby passes the following special resolution as a written special resolution and agrees that the said resolution shall for all purposes be as valid and effective as if the same had been passed at a meeting duly convened and held

WRITTEN SPECIAL RESOLUTION

- 1 THAT the following be added as Article 5A:

"Notwithstanding anything contained in these Articles

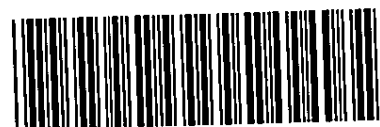
(A) any pre-emption rights conferred on existing members by these Articles or otherwise and any other restrictions on the transfer of shares contained in these Articles or otherwise shall not apply to, and

(B) the Directors shall be obliged to register, and shall not delay in registering,

any transfer of shares which have been charged by way of security to a chargee or mortgagee of any shares, any nominee of a chargee or mortgagee or any shares, a purchaser or transferee of any shares from a chargee or mortgagee (or its nominee) or a purchaser or transferee of any shares from any receiver, administrative receiver or administrator appointed by a chargee or mortgagee of any shares, upon receipt of the duly signed share transfer form. Any lien on shares which the Company has shall not apply in respect of any shares which have been charged by way of security to any of the above-described entities or which are transferred in accordance with the provisions of these Articles.

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

TUESDAY



A09 *A10BB096* 207
03/06/2008
COMPANIES HOUSE



For and on behalf of **BRIGHT HORIZONS FAMILY SOLUTIONS, INC.**

Date **MAY 28,** 2008

NOTES

- 1 To signify your agreement to the resolution, please sign and date this document where indicated above and return it to the Company using one of the following methods

By Hand: delivering the signed copy either to the company secretary or to the Company at its registered office

Post: returning the signed copy by post to the Company at its registered office

Fax: faxing the signed copy to 01904 544593 marked "For the attention of the Company Secretary".
- 2 Once you have indicated your agreement to the resolution, you may not revoke your agreement
- 3 Unless, by the end of the period of 28 days beginning with the Circulation Date, the resolution is not passed, it will lapse