

Company No: 04157814

The Companies Act 1985
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTIONS
passed as
WRITTEN RESOLUTIONS
of
DALLAS KIRKLAND (PROFESSIONS) LIMITED
(the "Company")

(Passed pursuant to section 381A of and Schedule 15A to the Companies Act 1985)

In accordance with section 381A of the Companies Acts, we, Quillco 227 Limited, being the sole member of the Company who, at the date of this resolution, is entitled to attend and vote at a general meeting of the Company, HEREBY RESOLVE as follows:

RESOLUTIONS

1. THAT, subject to compliance with sections 155-158 of the Companies Act 1985, the Company:
 - 1.1 enters into a Corporate Guarantee in favour of Clydesdale Bank Public Limited Company (the "Bank") in respect of the obligations of Quillco 227 Limited and others;
 - 1.2 enters into a Debenture in favour of the Bank over all the assets of the Company; and
 - 1.3 enters into an Inter-Company Loan Agreement with Quillco 227 Limited to provide Quillco 227 Limited with loans of up to £3,400,000 (all together the "Security Documents").
2. THAT the giving of financial assistance by the execution, delivery and performance by the Company of the Security Documents is approved.

Name of Shareholder

Signature

Date of Signature

Quillco 227 Limited



10/7/06

Director

Attachment: Signed statutory declaration(s) and auditors' report(s)

Copy: Auditors

DALLAS KIRKLAND (PROFESSIONS) LIMITED whose registered office is at Ibex House, 42-47 Miniores, London, EC3N 1DY (Company Number 04157814)

I confirm that:

- (i) a copy of the attached written resolutions were sent to the auditors of the Company at or before the time when they were supplied to the members for signature in accordance with section 381B of the Companies Act 1985 (as amended) and
- (ii) a copy of the signed statutory declaration made by the directors of the Company and related auditors' report were supplied to the members at or before the time the attached resolutions were supplied to them for signature (as required by Schedule 15A to the Companies Act 1985).

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Director/Secretary