

Company No. 4317596

THE COMPANIES ACTS 1985-2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
OF
PYRAMID SCHOOLS (TAMESIDE) HOLDINGS LIMITED
(the "Company")

CIRCULATION DATE: 17 September 2008

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 ("CA 2006"), we, the undersigned, being members of the Company who, at the time and date of circulation, have the right to attend and vote at a general meeting of the Company, hereby pass the following resolution in writing

ORDINARY RESOLUTION

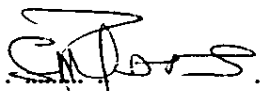
THAT, with effect from 1 October 2008, and subject to the Company's Articles of Association, the directors be and they are hereby empowered for the purposes of section 175(4)(b) CA 2006 to authorise any matter which would or might otherwise constitute or give rise to a breach of the duty of a director of the Company under section 175(1) CA 2006 to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company

AGREEMENT


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

The undersigned, a person entitled to vote on the Written Resolution on 17 September 2008 hereby irrevocably agrees to the Written Resolution

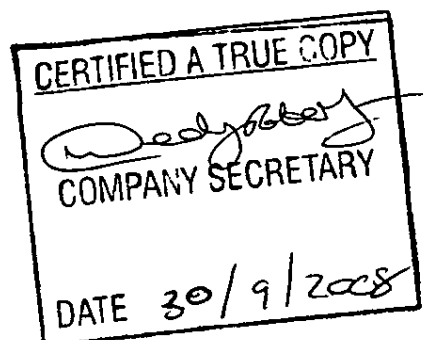
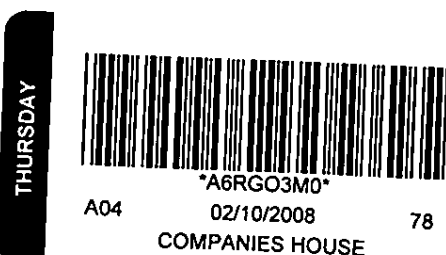
SIGNED by


for and on behalf of
Interserve PFI Holdings Ltd

DATED 29/9 ... 2008


for and on behalf of
Uberior Infrastructure Investments Ltd

DATED..... 25/9/... 2008



GUIDANCE NOTES

- 1 *If you agree with the resolution, please indicate your agreement by signing and dating this document where indicated above and returning the document to the Company using one of the following methods*
 - ***By hand** delivering the signed and dated document to Miss Wendy Roberts, Interserve Investments Ltd, Interserve House, Ruscombe Park, Twyford, Reading, Berkshire RG10 9JU*
 - ***Post** returning the signed and dated document by post to Miss Wendy Roberts (as above)*
 - ***Email** by attaching a scanned copy of the signed and dated document to an e-mail and sending it to wendy.roberts@interserve.com Please enter "Written Resolution regarding Conflicts of Interests" in the e-mail subject box*
- 2 *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*
- 3 *Once you have indicated your agreement to the resolution, you may not revoke your agreement*
- 4 *The proposed resolution(s) will lapse if not passed within the period of 28 days beginning with the circulation date shown overleaf. If you agree to the resolution, please ensure that your agreement reaches us before or during this date*
- 5 *In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members*
- 6 *If you are signing this document on behalf of a person under a power of attorney or other authority, please send a copy of the relevant power of authority when returning this document*