



COMPANIES ACTS 1985 AND 1989

LINDEN NEW HOMES LIMITED

(Company No. 4391802) (the "Company")

COMPANY LIMITED BY SHARES

SHAREHOLDER'S WRITTEN RESOLUTIONS

The following written resolutions of the only member of the Company entitled to attend and vote at a general meeting of the Company were made on 22 MARCH 2007 in accordance with Section 381A of the Companies Act 1985 (the "Act").

We, the undersigned, being the only member of the Company who would on the above stated date be entitled to attend and vote at a general meeting of the Company **HEREBY AGREE AND RESOLVE** in writing in accordance with Section 381A of the Act as follows:

SPECIAL RESOLUTIONS

1. **THAT** the provisions of and the execution, delivery and performance by the Company of:
 - 1.1 an accession letter to the facility agreement to be entered into by (1) Galliford Try PLC (the "**Borrower**"), (2) the subsidiaries set out in Part I of Schedule I thereto, (3) Barclays Capital, HSBC Bank plc, The Royal Bank of Scotland plc and The Governor and Company of the Bank of Scotland as mandated lead arrangers, (4) the Finance Parties (as defined therein) and (5) HSBC Bank plc as Facility Agent and Security Agent for the Finance Parties (as defined therein) and as Issuing Bank (the "**Facility Agreement**"), whereunder the Finance Parties (as defined therein) agreed to make available to the Borrower credit facilities of up to £450,000,000 upon the terms and conditions contained therein be hereby authorised and approved;
 - 1.2 the legal charge to be entered into by the Company and the Security Agent for each of the Finance Parties (as therein defined) (the "**Legal Charge**") be hereby authorised and approved;(the documents listed in (1.1) and (1.2) above, together the "**Documents**").
2. **THAT** the entry by the Company into any other documents to be delivered by the Company under or pursuant to any of the Documents, or any action taken by the Directors/Authorised Signatories on behalf of the Company in connection with the transactions contemplated thereunder, be hereby authorised and approved.
3. **THAT** the entry by the Company into the Documents and any other documents to be delivered by the Company under or pursuant to any of the Documents is for the benefit of and in the best interests of the Company for the purposes of carrying on its business.
4. **THAT** the financial assistance which it is proposed that the Company shall give (i) to Linden Holdings Limited (the "**Parent**") in connection with the Parent's acquisition of the

entire issued share capital of Linden Limited and (ii) to Galliford Try PLC (the "Ultimate Parent") in connection with the Ultimate Parent's acquisition of the entire issued share capital of the Parent, particulars of which said assistance are contained in the Forms 155(6)(a) statutory declarations made on 22 MARCH 2007 by the Directors of the Company, be and are hereby approved.

We acknowledge that we have been supplied with a copy of each of the statutory declarations in the form prescribed by sections 155(6)(a), and 156 of the Companies Act 1985 (the "Act") made by the directors of the Company on 22 MARCH 2007 (being made within the period specified in section 157(1) of the Act), together with the auditors report required by section 156(4) dated 22 MARCH 2007 in the form attached.

By



DAVID TILMAN, Director
For and on behalf of Linden Limited

Date 22 MARCH 2007