

Company Number: 4450369

THE COMPANIES ACT 1985

A PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION OF  
ALL THE MEMBERS OF

CASTLEBECK GROUP LIMITED  
(THE "COMPANY")

(agreed to on 14 March 2005)



Pursuant to article 23 of the Company's articles of association ("**Articles**"), the following written resolution was unanimously agreed to by all the members of the Company on

2005 as a written resolution of the Company, having effect as a special resolution:

#### RESOLUTION

That the articles of association of the Company (the "**Articles**") be amended as follows:

1. The definitions of "**Bank**", "**Investment Agreement**", "**Investors**" and "**Loan Agreements**" in article 3.1 be deleted and replaced with the following:

"**Bank**" means The Royal Bank of Scotland plc;"

"**Investment Agreement**" means the agreement between the Managers (as defined therein), the Investors and the Company entered into on 12 July 2002, as amended by a deed of adherence and amendment dated on or about 11 March 2005 and as otherwise amended from time to time;"

"**Investors**" means the persons whose details are set out in Schedule 2 of the deed of adherence and amendment dated on or about 11 March 2005 to the Investment Agreement and any person who executes a deed agreeing to adhere to the Investment Agreement as an Investor, in each case whilst it is a party to the Investment Agreement;"

"**Loan Agreements**" means (i) the agreements dated on or about 11 March 2005 between amongst others the Company and the Bank relating to the provision of various facilities to the Company and others, (ii) the intercreditor and security trust deed between the Investors, the Company, the Bank and others regulating amongst other matters the priority of the facilities, (iii) all security documents entered into by any member of the Group in connection with the same and (iv) the Loan Notes in each case as supplemented amended or varied from time to time;"

2. The figure of "£5,115,090" in article 4.1 which is a typographical error is deleted and replaced with the correct figure of "£51,150.90".

Signed: \_\_\_\_\_

Director