

Company No. 4914723

SPIRIT INTERMEDIATE ACQUISITIONS LIMITED
(the "Company")

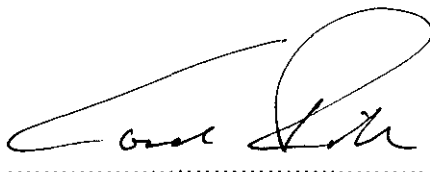
2

WRITTEN MEMBERS RESOLUTION

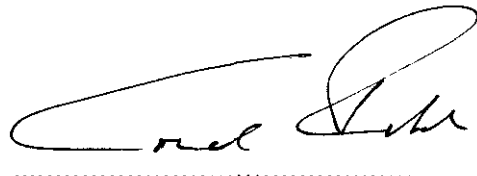
In accordance with section 381A of the Companies Act 1985, WE, being all the members of the Company who at the date of this resolution would be entitled to attend and vote at a general meeting of the Company, AGREE that the following resolution shall have effect as if passed by the Company in general meeting and accordingly WE RESOLVE

ORDINARY RESOLUTION

That the sale by the Company of the entire issued share capital of Spirit Retail Bidco Limited to Spirit Intermediate Retail Limited on the terms set out in a draft share purchase agreement dated 5 March 2004 be and is hereby approved and ratified.



.....
for and on behalf of
Spirit Acquisitions Holdings Limited



.....
for and on behalf of
Spirit Acquisitions Guarantee Limited

