

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

-of-

DX NETWORK SERVICES LIMITED

(the "Company")



(Effective [ 03/11 ] 2006)

The following resolutions were duly agreed to by all the members of the Company entitled to attend and vote at general meetings of the Company in accordance with section 381A of the Companies Act 1985 (the "Act") as a Written Resolution with effect from 3 November 2006.

SPECIAL RESOLUTION

Financial Assistance

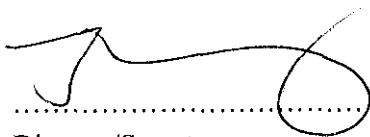
- (a) THAT, subject to compliance with ss155-158 of the Act, the entry into and performance by the Company of the agreements listed below and such other deeds, certificates, instruments, notices, consents, requests, mandates and other documents to be entered into in connection therewith (together the "Documents") and the transactions and matters contemplated by the Documents is in the best interests of the Company and is hereby approved and such approval is given notwithstanding that the Company might be held to be giving financial assistance for the purposes of ss151 and 152 of the Act:
- (i) a guarantee increase deed (the "Guarantee Increase Deed") supplemental to an accession letter signed by the Company dated 4 September 2006 to a senior facilities agreement dated 5 July 2006 as amended and restated from time to time for the provision of sterling term and revolving loan facilities in the maximum aggregate amount of £225,000,000 (the "Senior Facilities Agreement") entered into between, amongst others, (1) Mail Acquisitions 1 Limited and (2) Mail Acquisitions Limited as Borrowers and Guarantors, (3) Mail

Acquisitions Holdings Limited (the “**Parent**”) and (4) Mail Acquisitions Finance Limited as Guarantors, (5) The Governor and Company of the Bank of Scotland for itself as Mandated Lead Arranger, (6) The Governor and Company of the Bank of Scotland for itself as Original Lender, (7) The Governor and Company of the Bank of Scotland as Agent for itself and in its capacity as agent for the other Finance Parties, (8) The Governor and Company of the Bank of Scotland as Security Trustee for itself and in its capacity as agent and security trustee for the Secured Parties and (9) each of the Finance Parties pursuant to which the Lenders (as such terms are defined in the Senior Facilities Agreement) would make available to, amongst others, the Company, certain credit facilities;

- (ii) a guarantee increase deed (the “**Mezzanine Guarantee Increase Deed**”) supplemental to an accession letter signed by the Company dated 4 September 2006 to a mezzanine facility agreement dated 5 July 2006 as amended and restated from time to time for the provision of a sterling term loan facility in the maximum aggregate amount of £57,200,000 (the “**Mezzanine Facility Agreement**”) entered into between, amongst others, (1) Mail Acquisitions 1 Limited and (2) Mail Acquisitions Limited as Borrowers and Guarantors, (3) the Parent and (4) Mail Acquisitions Finance Limited as Guarantors, (5) The Governor and Company of the Bank of Scotland for itself as Mezzanine Arranger, (6) The Governor and Company of the Bank of Scotland for itself as Original Mezzanine Lender, (7) The Governor and Company of the Bank of Scotland as Mezzanine Agent for itself and in its capacity as agent for the other Mezzanine Finance Parties, (8) The Governor and Company of the Bank of Scotland as Security Trustee for itself and in its capacity as agent and security trustee for the Secured Parties and (9) each of the Mezzanine Finance Parties pursuant to which the Mezzanine Lenders (as such terms are defined in the Mezzanine Facility Agreement) would make available to the Borrowers certain credit facilities;
- (iii) an intra group loan agreement (the “**Intra Group Loan Agreement**”) to be entered into between, (1) the Company, (2) DX Services Limited, (3) DX Electronic Services Limited, (4) DX Network Services Ireland Limited as lenders and (5) Mail Acquisitions 1 Limited as borrower; and
- (iv) one draft statutory declaration in the form 155(6)a in respect of the financial assistance proposed to be given by the Company and one draft statutory declaration in the form 155(6)b in respect of the financial assistance proposed to be given by the Company’s wholly-owned subsidiary, DX Electronic Services Limited, as prescribed under Sections 155(6) and 156 of the Act (the “**Statutory Declarations**”);

- (b) the giving of financial assistance by the Company by its entry into the Documents and the financial assistance procedures referred to in paragraph 7 of the draft minutes of a meeting of the Board of Directors of the Company attached to these written resolutions, be and are hereby approved; and
- (c) this resolution shall have effect notwithstanding any provision of the Company's articles of association.

Dated: 3 November 2006

A handwritten signature in black ink, consisting of a series of loops and a long horizontal stroke, positioned above a dotted line.

Director/Secretary