

Company No: 05268437

The Companies Act 1985
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTIONS
passed as a
WRITTEN RESOLUTION
of
LINK GROUP HOLDINGS LIMITED
(the "Company")


(Passed pursuant to section 381A of and Schedule 15A to the Companies Act 1985)

WE, the undersigned, being or representing all the members of the Company, HEREBY RESOLVE as follows:

RESOLUTIONS

1. THAT the terms and conditions of, the performance by the Company of its obligations under, and the satisfaction by the Company of its liabilities pursuant to, the following document, be and are hereby approved:
 - 1.1 a composite cross guarantee ("**Guarantee**") to be entered into in favour of Clydesdale Bank PLC (trading as Yorkshire Bank) ("**Yorkshire Bank**") by the Company, the Company's parent company Link Interchange Network Limited (company number 03565766) ("**Parent**"), Link Financial Services Limited (company number 02094830) ("**Financial**"), Link Interchange Network (Trustee) Limited (company number 03944906) ("**Network**") and Link Retail Services Limited (02094831) ("**Services**") pursuant to which the Company would guarantee all monies owed by the Parent, Financial, Network and Services to Yorkshire Bank;
2. THAT the execution and delivery by the Company of the Guarantee be and hereby is approved.

Signed:



For and on behalf of

LINK INTERCHANGE NETWORK LIMITED,

being the sole shareholder of the Company

Print Name:

PHILIP M. GERRARD

Date:

31 JULY 2006

