Company No: 05357374

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The Companies Act 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

passed as a

WRITTEN RESOLUTION

of

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<div align="center">

DUNELM CARD SERVICES LIMITED ("the Company")

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

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WE, the undersigned, being the sole member of the Company being entitled to receive notice of and attend and vote at a general meeting of the Company, HEREBY RESOLVE as follows:

<div align="center">

RESOLUTION

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That, with effect from the passing of this resolution, the provisions of the Memorandum of Association of the Company are altered with regard to the objects of the Company by inserting as clauses 3.1, 3.2 and 3.3 the following text:

3.1   to facilitate and administer the transaction of business of, any company which is for the time being or is likely to become the Company's holding company or a subsidiary of the Company or another subsidiary of the Company's holding company or otherwise associated with the Company in business, where payment of such business is performed by any type of charge card, debit card, payment card or similar payment mechanism;

3.2   to transact business in relation to any form of card payment mechanism;

3.3   to administer and facilitate the financial activities of the Company and any company which is for the time being or is likely to become the Company's holding company or a subsidiary of the Company or another subsidiary of the Company's holding company or otherwise associated with the Company in business;

and deleting the existing clauses 3.1, 3.2, 3.3, 3.4, 3.5, 3.6, 3.7, 3.8, 3.11, 3.13, 3.14, 3.15, 3.16, 3.18, 3.19, 3.21, 3.22, 3.24 and 3.27 of such Memorandum and renumbering the existing clauses as follows, 3.9 as 3.4, 3.10 as 3.5, 3.12 as 3.6, 3.17 as 3.7, 3.20 as 3.8, 3.23 as 3.9, 3.25 as 3.10, 3.26 as 3.11 and 3.28 as 3.12 as set out in the attached document and for the purpose of identification initialled by the Chairman.

Name of Shareholder	Signature	Date of Signature
Dunelm Group Limited	[signature]	28th February 2005

Attachments: Memorandum of Association