

Company Number: 5814961

THE COMPANIES ACTS 1985-1989

PRIVATE COMPANY

LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

MILLER PROPERTY (DONCASTER) LIMITED

("the Company")



We, being all the members of the Company entitled to receive notice of and to attend and vote at general meetings of the Company **UNANIMOUSLY PASS** the following resolutions of the Company pursuant to section 381A of the Companies Act 1985 (as amended) as ordinary resolutions:

ORDINARY RESOLUTIONS

- 1 THAT the following documents (the "Acquisition Documents") being:
 - 1.1 a draft agreement (the "Sale Agreement") to be entered into between (1) the Seller (2) the Administrators and (3) the Company for the purchase by the Company of the Property together with all fixtures and fittings contained therein for a total consideration of £2,400,000;
 - 1.2 a form of transfer to be entered into between (1) the Seller and (2) the Company transferring the Property to the Company;
 - 1.3 a form of facility agreement (the "Facility Agreement") to be entered into between (1) Miller Brother Retail Limited ("MBRL"), (2) the Company, (3) Miller Stores (Doncaster) Limited together with (1) and (2) acting as guarantors and (4) Deutsche Bank AG London (the "Bank"), pursuant to which, amongst other things, the Bank would provide a facility of £2,500,000 to the Company to finance

the consideration payable under the terms of the Sale Agreement and all related costs;

- 1.4 a form of charge deed to be entered into between (1) the Company and (2) the Bank;
- 1.5 a form of debenture to be executed by the Company in favour of the Bank;
- 1.6 a form of utilisation request to be executed by the Company addressed to the Bank requesting the utilisation of £2,500,000 pursuant to the Facility;
- 1.7 a tenancy at will to be entered into between (1) the Company and (2) MBRL in relation to the letting of the Property; and
- 1.8 a waiver letter from the Bank in favour of Lloyds TSB in relation to the operation of the Company's bank account.

and copies of all of which have been received, read and understood by all the members of the Company, be and is hereby approved.

2 THAT any director of the Company or, in the case of documents requiring execution as a deed, any two directors of the Company or a director and the secretary, be authorised:

- 2.1 to sign each of the Acquisition Documents on behalf of the Company;
- 2.2 to agree any changes to the final form of any such document as may be considered appropriate;
- 2.3 to sign or execute (as appropriate) any notice, certificate or other document on behalf of the Company pursuant to any of the Acquisition Documents;
- 2.4 to do any such other acts or things or enter into any other document ancillary to any of the Acquisition Documents as may be considered appropriate to give effect to the proposed acquisition and to the provisions of any of the Acquisition Documents; and
- 2.5 to complete the same with the Seller or such other third party as may be applicable.

SPECIAL RESOLUTION

- 1 THAT the articles of association of the Company be amended by the addition of a new article 12.3 as set out below:

12.3 Notwithstanding anything contained in these Articles, whether expressly or impliedly contradictory to the provisions of this Special Article (to the effect that any provision contained in this Special Article shall override any other provision of these Articles):

12.3.1 The Directors shall not decline to register any transfer of shares, nor may they suspend registration thereof, where such transfer:

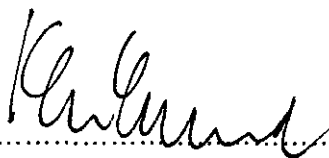
12.3.1.1 is to any bank, institution or other person to whom such shares have been charged by way of security, or to any nominee of such a bank, institution or other person (or a person acting as agent or security trustee for such person) (a "**Secured Institution**"); or

12.3.1.2 is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or

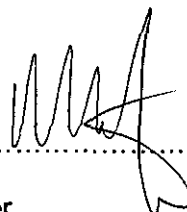
12.3.1.3 is executed by a Secured Institution or its nominee pursuant to a power of sale or other power existing under such security

and the Directors shall forthwith register any such transfer of shares upon receipt and furthermore notwithstanding anything to the contrary contained in these Articles no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall (in either such case) be required to offer the shares which are or are able to be the subject of any transfer as aforesaid to the shareholders for the time being of the Company or any of them and no such shareholder shall have any right under the Articles or otherwise howsoever to require such shares to be transferred to them whether for any valuable consideration or otherwise. A certificate by any official of a transferor that they are a

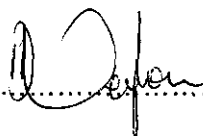
Secured Institution and the transfer was executed in the circumstances provided by this Article shall be conclusive evidence of such facts.



Ken Lemond



Martin Foster



Darren Neylon

DATED:

31st May

2006