

Registered No: 5994082

THE COMPANIES ACT 1985
AND
THE COMPANIES ACTS 1985 to 2006

PRIVATE COMPANY LIMITED BY SHARES



A35 *AHONT11X* 261
 01/07/2008
 COMPANIES HOUSE
A62 *APX3B00Y* 15
 18/06/2008
 COMPANIES HOUSE

WRITTEN RESOLUTIONS
of
LIP TROTS (CALVERLEY) LIMITED

Passed on 12th June 2008

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), all the members of the Company who would be entitled to attend and vote at a general meeting of the Company hereby resolve as follows, such resolutions to take effect as special resolutions

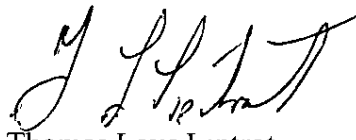
SPECIAL RESOLUTIONS

- 1 That the provisions (as the same may be amended, varied, supplemented or substituted from time to time) of a debenture (the "**Debenture**") creating fixed and floating charges over all the Company's assets and undertaking to be granted by the Company in favour of HSBC Bank Plc (or a group company of such company) (the "**Bank**") as security for all monies and liabilities due, or to become due and owing by the Company to the Bank from time to time to be granted to the Bank in connection with the acquisition by the Company of 941 of its own ordinary shares of £1.00 each from The Trustees of the Thomas Laye Liptrot Discretionary Settlement (Number One) and The Trustees of the Margaret Theresa Liptrot Discretionary Settlement (Number One), be and is hereby approved and

(notwithstanding any provisions of the memorandum and articles of association of the Company or any personal interest of the Directors) the Directors or one Director and the Company Secretary (as applicable) be and they are hereby empowered, authorised and directed to complete and enter into the Debenture

- 2 That notwithstanding that the entry into the Debenture would constitute financial assistance within the meaning of sections 151 to 158 (inclusive) of the Companies Act 1985 (as amended), the Company is receiving full and fair consideration for the obligations it is undertaking in accordance with the terms thereof, and accordingly, the giving of such financial assistance is in the best interests of and of corporate benefit to the Company and the giving of such financial assistance be and is hereby approved

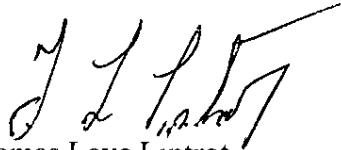
Signed



Thomas Laye Liptrot

Date of signature 12th June 2008

Signed



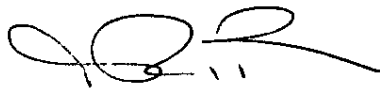
Thomas Laye Liptrot

as trustee of The Thomas Laye Liptrot

Discretionary Settlement (Number One)

Date of signature 12th June 2008

Signed



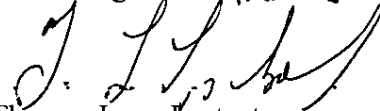
Margaret Theresa Liptrot

as trustee of The Thomas Laye Liptrot

Discretionary Settlement (Number One)

Date of signature 12th June 2008

Signed




Thomas Laye Liptrot

as trustee of The Margaret Theresa Liptrot

Discretionary Settlement (Number One)

Date of signature 12th June 2008

Signed

A handwritten signature in black ink, consisting of a series of loops and a long horizontal stroke at the end.

Margaret Theresa Liptrot
as trustee of The Margaret Theresa Liptrot
Discretionary Settlement (Number One)
Date of signature 12th June 2008