

Company No: 6416970

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

333 PIC LIMITED

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as special resolutions

RESOLUTIONS

As special resolutions

THAT the Company, in good faith and for the purpose of carrying on its business, enter into the arrangements (the "**Transaction**") to be effected under or pursuant to the documents listed in the Appendix to these resolutions (the "**Documents**") and perform its obligations and exercise its rights in relation to the Transaction.

THAT the directors be authorised to pass and to implement such resolutions as they think fit in connection with the Company's entry into the Transaction and the performance of its obligations and the exercise of its rights in relation to the Transaction, including as regards approval and execution and delivery of the Documents and all related matters

Dated:

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the resolutions.

We, the undersigned, being the persons entitled to vote on the above resolutions, irrevocably agree to such resolutions:

Name of Shareholder

Signature

Date of Signature

333 HOLDINGS LIMITED

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29 MARCH 2010

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Auditors



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NOTES

1. Shareholders who wish to agree to such resolutions should signify their agreement in one of the following ways

- Sign and return this document to 333 PIC Limited, 17 Mossop Street, London, SW3 2LY marked for the attention of Alexander Langlands Pearse

If you do not agree to the resolutions, you do not need to do anything; you will not be deemed to agree if you fail to reply.

2. If sufficient agreement is not received by 1st April 2010 then this resolution will lapse and shareholders will not be able to indicate agreement after that date. If you agree to the resolution, please ensure your agreement reaches us before that date
3. Once you have indicated your agreement to the resolution, you may not revoke your agreement
4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
5. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document

APPENDIX

1. A working capital facility agreement to be made between (1) Bank of Scotland PLC (the "**Bank**") (2) 333 Estates Limited (3) 333 Holdings Limited and (4) VQ Limited pursuant to which the Bank agrees to make available working capital facilities of £100,000.
2. A term loan facility agreement to be made between (1) the Bank (2) 333 Estates Limited (3) and VQ Limited pursuant to which the Bank agrees to make available term loan facilities of approximately £1,924,000
3. A cross guarantee to be made between (1) 333 Estates Limited (2) VQ Limited (3) 333 PIC Limited (4) 333 Holdings Limited and (5) the Bank pursuant to which 333 Estates Limited, VQ Limited, 333 PIC Limited and 333 Holdings Limited would be required to guarantee all liabilities of each other to the Bank (the "**Guarantee**").
4. A debenture to be made between (1) 333 PIC Limited and (2) the Bank pursuant to which 333 PIC Limited would be required to create security over all its assets and undertaking in support of its obligations under the Guarantee.