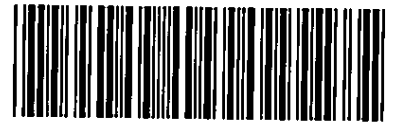


Company number: 6863291

THE COMPANIES ACTS 1985 TO 2006
PRIVATE COMPANY LIMITED BY SHARES
SOLE MEMBER'S WRITTEN RESOLUTION
of
ROBERT DYAS PROPERTY LIMITED
(the "Company")

WEDNESDAY



A18

AZYJBDBP

16/09/2009

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COMPANIES HOUSE

Date: 10 September 2009

In accordance with Chapter 2 of Part 13 of the Companies Act 2006 the directors of the Company propose the following resolutions which are proposed as ordinary resolutions and special resolutions:

ORDINARY RESOLUTIONS

I HEREBY AGREE AND RESOLVE as follows:

THAT the provisions of the transactions contemplated by:

1. an amendment and restatement agreement amending and restating a senior multicurrency term and revolving facilities agreement dated 27 February 2004 made between Riverdance Acquisition Limited and the Company as original borrowers (1), the companies listed in Part 1 of Schedule 1 therein as guarantors (2), Lloyds TSB Bank Plc as mandated lead arranger (3), the financial institutions listed in Part II of Schedule 1 therein as lenders (4), Lloyds TSB Bank Plc: Capital Markets as agent (5) and Lloyds TSB Bank Plc: Capital Markets as security trustee for the secured parties (6) and Lloyds TSB Bank Plc as issuing bank (7) (as amended and restated from time to time);
2. an intercreditor agreement to be entered into between, amongst others, (1) Lloyds TSB Bank Plc, (2) Cleeve Court Holdings Limited, (3) Robert Dyas Holdings Limited, (4) the Company and (5) Allied Irish Banks Plc; and
3. a debenture to be entered into between (1) Lloyds TSB Bank Plc and (2) the Company,

(together the "**Documents**") and the execution, delivery and performance by the Company (as the case may be) of the Documents be and are hereby approved and is for the benefit of and in the best interests of the Company for the purposes of carrying on its business.

SPECIAL RESOLUTION

- 1 That the Company's articles of association be amended by deleting article 2.4 (*Shares*) in its entirety and replacing it with the following article:

"2.4 Notwithstanding anything contained in the constitution (within the meaning of Section 17 of the Companies Act 2006) of the Company (including, without limitation, these Articles), the Directors shall not decline to register any transfer of shares, nor may they suspend registration thereof where such transfer:

2.4.1 is to any bank or institution to which such shares have been charged by way of security, or to any nominee of such a bank or institution (a "**Secured Institution**"), in either case, as a result of enforcement of such security; or

2.4.2 is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares, in either case, as a result of enforcement of such security; or


2.4.3 is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under such security, in either case, as a result of enforcement of such security,

and furthermore notwithstanding anything to the contrary contained in the constitution (within the meaning of Section 17 of the Companies Act 2006) of the Company (including, without limitation, 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 be required to offer the shares which are or are to be the subject of any transfer 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 constitution or otherwise howsoever to require such shares to be transferred to them whether for consideration or not."

- 2 That the Company's articles of association be amended by inserting a new article 3.1A (*Liens and Calls*) as follows:

"3.1A Notwithstanding anything to the contrary in the constitution (within the meaning of Section 17 of the Companies Act 2006) of the Company (including, without limitation, these Articles) any lien on any shares (whether part or fully paid) which the Company has shall not apply in respect of any shares that have been charged by way of security to any bank or institution to which such shares have been charged by way of security, or to any nominee of such a bank or institution and Regulation 8 of Table A shall be modified accordingly."

The undersigned, being the sole member of the Company as at the date hereof hereby irrevocably agrees to the above resolution.

Signed by  Signature.....
(print name of signatory) **IAN GRAY**

for and on behalf of **Cleeve Court Holdings Limited**