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COMPANIES HOUSE
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MD (1995) Group Limited
(the "Company")

SPECIAL RESOLUTIONS PASSED BY WAY OF WRITTEN RESOLUTIONS OF ALL THE MEMBERS OF THE COMPANY DATED

28 November 2002

We, the undersigned, being the holders of the entire issued capital of the Company having the right to attend and vote at a general meeting of the Company hereby **RESOLVE**:

1. **THAT**, subject to compliance with sections 155 to 158 of the Companies Act 1985 (the "**Act**"), the giving by the Company of financial assistance for the purpose of the acquisition (the "**Acquisition**") by De Facto 1014 Limited ("**Newco 6**") of all the issued shares in the capital of Focus Wickes Limited in the form described in the statutory declaration sworn by the directors of the Company pursuant to section 155(6) of the Act on the date hereof be approved.

2. **THAT** the execution, delivery and performance by the Company of:

2.1 a deed of accession to be dated on a date within eight weeks of the date hereof pursuant to which the Company accedes as a guarantor to a senior term and revolving credit facilities agreement (the "**Senior Credit Facilities Agreement**") to be dated on or about the date hereof and made between, *inter alios*, De Facto 1007 as the Parent, Newco 6, De Facto 1011 Limited ("**Newco 5**"), ING Bank N.V., London Branch, The Governor and Company of the Bank of Scotland and Goldman Sachs International as the joint mandated lead arrangers, the original lenders named therein, ING Bank N.V., London Branch as the facility agent and the security agent;

2.2 a deed of accession to a debenture to be entered into by the Company in favour of the Security Agent under the Senior Credit Facilities Agreement;

2.3 an agreed form standard security to be entered into by the Company in favour of the Security Agent under the Senior Credit Facilities Agreement

2.4 a deed of accession to be dated on a date within eight weeks of the date hereof pursuant to which the Company accedes as a guarantor to a subordinated loan agreement (the "**Subordinated Credit Facility Agreement**") dated on or about the date hereof between, *inter alia*, Newco 5 as borrower, the subordinated lenders named therein and ING Bank N.V., London Branch, as facility agent;

2.5 a deed of accession to a debenture to be entered into by the Company in favour of the Security Agent pursuant to the Subordinated Credit Facility Agreement;

2.6 an agreed form standard security to be entered into by the Company in favour of the Security Agent under the Subordinated Credit Facility Agreement;

2.7 a Scottish law deed of floating charge granted by the Company in favour of the Security Agent to secure the obligations of the borrowers under the Senior Finance Documents by way of a floating charge over all of the Company's property and undertakings;

2.8 an upstream intercompany loan agreement between Newco 6 and the Company made to enable funds to be lent up-stream by the Company to assist, *inter alia*, various members of the Target Group, Newco 5 and Newco 6 in meeting their relevant payment obligations under the Senior Finance Documents, the Subordinated Finance Documents, various intercompany loan agreements and in relation to working capital requirements (should those companies have any working capital shortfalls) and any other fees incurred in connection with the Acquisition; and

2.9 a deed of accession to an intercreditor deed to be dated on or about the date hereof and made between, *inter alia*, the Company, the Finance Parties, the Subordinated Lenders, the DDB Noteholders, the Investors and the Holdcos,

(together, the "**Documents**"), be approved, even though the execution, delivery and performance of each of those Documents constitutes financial assistance for the purpose of the Acquisition.

Terms not otherwise defined shall have the meaning given to them in the Senior Credit Facilities Agreement and the Subordinated Credit Facility Agreement.

EXECUTED BY:

WICKES LIMITED

By:

EXECUTED BY:

WICKES NOMINEE LIMITED

By: