

Company number: 0267843

THE COMPANIES ACTS 1985 to 2006
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
OF
ARNOLD LAVER & COMPANY LIMITED (the "Company")

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We, being all the members of the Company entitled to receive notice of and to attend and vote meetings of the Company **UNANIMOUSLY PASS** the following resolutions of the Company | section 288 of the Companies Act 2006

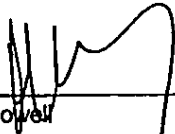
SPECIAL RESOLUTIONS

- 1 "That, subject to compliance with sections 155-158 Companies Act 1985 (the "Act"), the giving of financial assistance (within the meaning of section 151 of the Act) by the Company for the purpose of reducing or discharging liabilities incurred by the Company in connection with the acquisition by P L Acquisitions Limited (the "Purchaser") of 107,378 ordinary shares of £1.00 each in the issued share capital of the Company (the "Shares") (the "Acquisition"), taking the form and having the principal terms described in the statutory declaration in Form 155(6)a of today's date (a copy of which has been supplied to each member of the Company together with the auditors' report required to be annexed to it by section 156(4) of the Act) in the form required by section 155(6) of the Act and complying with section 156 of the Act be and is approved for the purpose of section 155(4) of the Act "
- 2 "That the execution delivery and performance by the Company, in connection with the Acquisition (as detailed in Resolution 1), of a guarantee and indemnity to be entered into by (inter alia) the Company (the "Bank Guarantee") (following the proposed acquisition of the entire issued share capital of the Company by a new company, Cobco 849 Limited, (being a wholly owned subsidiary of the Purchaser) by way of a share for share exchange with the Purchaser) in respect of (inter alia) all liabilities to become due and owing from time to time by the Purchaser and certain of its subsidiaries to Yorkshire Bank (a trading name of Clydesdale Bank PLC) (the "Bank") in respect of (inter alia) facilities to be made available to the Purchaser by the Bank to help the Purchaser fund the Acquisition be and is hereby approved
- 3 "That the declaration of a dividend by the Company in favour of the Purchaser, in connection with the Acquisition (as detailed in Resolution 1), to be made by way of a distribution in specie and to be satisfied by the transfer of the Company's beneficial interest in the two properties at Cannon's Gym, Guiseley and Arena Link, Broughton Lane (the "Properties") to the Purchaser, the amount of the dividend being equal to what the directors of the Company reasonably believe at



the time to be the aggregate market value of the Properties, be and is hereby approved "

Signed:



Dated: 22/11/07

Mr Paul Jonathan Howell
as a Trustee of the Arnold Laver Settlement

Signed



Dated: 22/11/07

Mr Christopher John Heselton Adams
as a Trustee of the Arnold Laver Settlement