

THE COMPANIES ACT 1985
WRITTEN RESOLUTION OF THE SHAREHOLDERS
OF
A.B.F. LIMITED

(Company Number: 00273919)

Date Passed

29 January 2004

We, the undersigned being the sole member of the Company entitled to attend and vote at general meetings of the Company make the following resolutions as special resolutions of the Company which will, pursuant to Section 381A of The Companies Act 1985 be as valid and effective for all purposes as if the same had been passed at General Meeting of the Company duly convened and held:

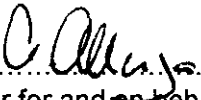
THAT:

- 1 the provisions (as the same may be amended, varied, supplemented or substituted from time to time) of the documents referred to below which the Company is proposing to enter into following the acquisition by Soundersleep Limited (the "**Purchaser**") of all of the issued share capital of Silentnight Group Limited (the Company's parent company) not already owned by Soundersleep Limited (the "**Acquisition**") be and are hereby approved and (notwithstanding any provision of the Memorandum and Articles of Association of the Company or any personal interest of any of the directors) the directors of the Company be and are hereby empowered, authorised and directed to complete and enter into such documents being:
 - (a) a deed of accession to the Facility Agreement between Yorkshire Bank plc and the Purchaser dated 11 September 2003 (the "**Facility Agreement**" from which all definitions used in this resolution are taken unless otherwise defined herein) to be entered into by the Company and each of the members of the Target Group as Original Guarantors (each an "**Original Guarantors**" and together the "**Guarantors**" as defined) and the Bank in its capacity as Security Trustee for the Finance Parties (the "**Deed of Accession**");
 - (b) a debenture to be entered into by the Company, and each of the Obligors in favour of the Bank in its capacity as Security Trustee for the Finance Parties in respect of the obligations of the Group to the Finance Parties including under the Deed of Accession (the "**Debenture**");
 - (c) an intercreditor deed between among others the Company, the Bank as Security Trustee, Original Lender and Agent for the Finance Parties, the Purchaser and the Obligors (the "**Intercreditor Deed**");
 - (d) an intra-group loan agreement to be entered into by the Purchaser (1) and the Company and certain other Obligors (2) (each as borrower ~~and a lender~~) (the "**Intra-Group Loan Agreement**");



- 1.2 Notwithstanding that the entering into and granting of the Deed of Accession, the Debenture, the Intercreditor Deed and the Intra-Group Loan Agreement would constitute financial assistance within the meaning of Sections 151 to 158 (inclusive) of The Companies Act 1985, such entry and grant and the giving of such financial assistance is in the best interests of the Company;
- 1.3 The giving of such financial assistance be and is hereby approved and that the Company entering into and/or granting the Deed of Accession, the Debenture, the Intercreditor Deed and the Intra-Group Loan Agreement be and are hereby approved.

SIGNED BY:


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Director for and ~~on~~ behalf of
Silentnight Group Limited