

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

ARLON PLASTICS LIMITED
("the Company")

(a company registered in England no. 01683488)

**WRITTEN RESOLUTION
OF
MEMBERS**



We, being the holders of all the issues shares having the right to vote at any general meeting hereby resolved pursuant to section 381A of the Companies Act 1985 (as amended) and all other powers (to the intent that the following written resolution shall be effectual as if it had been passed as a special resolution at a general meeting duly convened and held) as follows:

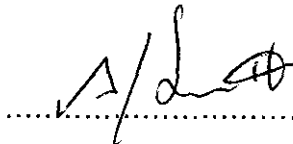
RESOLUTION

1. That the giving by the Company of financial assistance as detailed below for the acquisition by Team Spatz Limited ("the Purchaser") of the entire issued share capital of the Company be and is hereby approved. The Financial Assistance comprises:
 - 1.1 the Company entering into and performing a loan agreement with the Purchaser whereby the Company agrees to loan to the Purchaser up to £1,000,000 (or such other sum as may be agreed from time to time) on the terms of the loan agreement marked "B" for the purpose of identification;
 - 1.2 the Company entering into as guarantor and performing the terms of the draft instrument creating £150,000 guaranteed secured floating rate loan stock;
 - 1.3 the Company entering into as guarantor and performing the terms of the draft instrument creating £550,000 guaranteed secured floating rate loan stock;
 - 1.4 the Company granting and performing the terms of a debenture over all the assets of the Company, both present and future, in favour of the Alan Smith and Ronald Pickersgill to secure repayment of the loan notes guaranteed by the Company;
 - 1.5 the Company entering into and performing an invoice discounting agreement with Barclays Bank Plc ("Barclays") and granting to Barclays a fixed and floating charge over all debts present and future of the Company to secure repayment to Barclays of all monies and liabilities at any time due owing or incurred by the Company to Barclays in each case in Barclays' standard form.

Dated 21 March 2006



Ronald Pickersgill



Alan Smith