

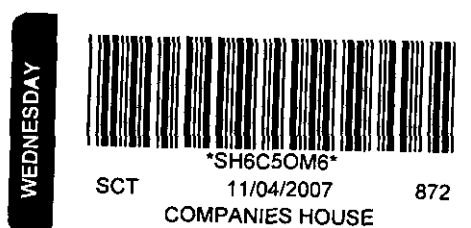
Company No SC249414

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
OF
GRETNA FOOTBALL CLUB LIMITED
("the Company")
Passed 5th April 2007

WRITTEN RESOLUTIONS passed on 5th April 2007 pursuant to Article 53 of Table A being incorporated into the Company's Articles of Association the undersigned, being all the members of the Company for the time being entitled to receive notice of and attend and vote at general meetings of the Company **HEREBY RESOLVE** as follows

- 1 THAT the authorised share capital of the Company be hereby increased from £500,000 to £6,071,139 by the creation of a further 5,571,139 Ordinary Shares of £1 00 each

- 2 THAT for the purposes of section 80 of the Companies Act 1985 ("the Act") the directors be and they are hereby generally and unconditionally authorised to allot relevant securities (as defined by Section 80 of the Act) up to a nominal value of £6,071,139, provided that this authority shall expire five years after the date hereof unless previously renewed, revoked or varied in any way

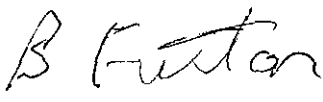


- 3 THAT for the purposes of section 320 of the Act and otherwise the allotment of 6,015,339 ordinary shares of £1 00 each to Heartshape Limited in consideration for the capitalisation of £ 6,015,339 of its outstanding loan from Heartshape Limited be approved
- 4 That the Company's Articles of Association be amended to include the following article as new article 18

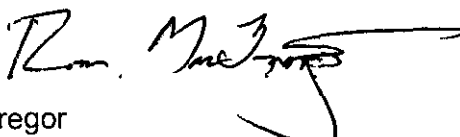
"Any Director or his alternate may validly participate in a meeting of the Directors or a committee of Directors through the medium of conference telephone or similar form of communication equipment provided that all persons participating in the meeting are able to hear and speak to each other throughout the meeting A person so participating shall be deemed to be present in person at the meeting and shall accordingly be counted in a quorum and be entitled to vote Subject to The Act, all business transacted in such manner by the Directors or a committee of the Directors shall for the purposes of the Articles be deemed to be validly and effectively transacted at a meeting of the Directors or of a committee of the Directors notwithstanding that fewer than two Directors or alternate Directors are physically present at the same place Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the Chairman of the meeting then is "

Signed 
for and on behalf of Heartshape Limited


Date . . .

Signed 
Brian Fulton

Date 5th April 2007

Signed 
Ron MacGregor

Date 5th April 2007

Signed 
Helen MacGregor

Date 5th April 2007

Signed 
William Hume

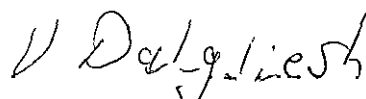
Date 5th April 2007

Signed 
Alan Dalrymple

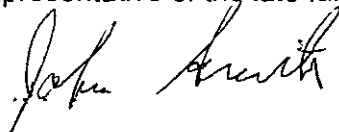
Date 5th April 2007

Signed 
John Glass

Date 5th April 2007

Signed 
Personal Representative of the late Ian Dalglish

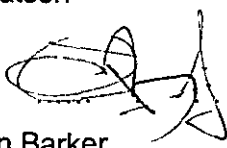
Date 5th April 2007

Signed 
John Smith

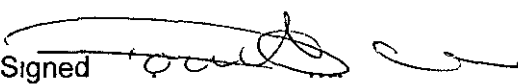
Date 5th April 2007

Signed 
Alan Watson

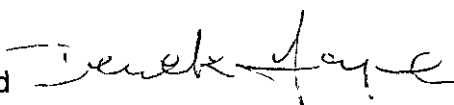
Date 5th April 2007

Signed 
Stephen Barker

Date 5th April 2007

Signed 
Rowan Alexander

Date 5th April 2007

Signed 
Derek Frye

Date 5th April 2007