

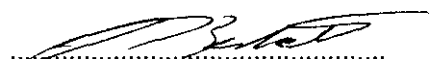
HEYWOOD FINANCE LIMITED (Company)

**Written Resolution pursuant to
Section 381A Companies Act 1985 (as amended)**

We, the undersigned, being all the members of the Company for the time being entitled to receive notice of and to attend and vote at general meetings of the Company, hereby pass the following resolutions as Special Resolutions of the Company pursuant to section 381A of the Companies Act 1985 (as amended) (**Act**) and hereby agree that the said resolutions shall for all purposes be as valid and effective as if passed by us as Special Resolutions at a general meeting of the Company duly convened and held.

SPECIAL RESOLUTIONS

- 1 That the provisions of, and performance of the obligations set out in the documents, details of which are set out in the appendix to this Written Resolution (**Documents**), which the Company is proposing to enter into, be and are hereby approved (copies of such Documents having been supplied to the members of the Company and the Company's auditors prior to the signing of this Written Resolution), (subject to such changes as the Company's directors, in their absolute discretion, think fit (such opinion being evidenced by the execution of such Documents)).
- 2 That, notwithstanding any provisions of the Company's Memorandum and Articles of Association or any personal interest of any of the Company's directors, the Company's directors and/or secretary be and are hereby authorised and directed to execute, deliver and perform the obligations set out in the Documents and give or execute any or all notices, communications or other documents on behalf of the Company pursuant to or in connection with the Documents for the Company (in such manner and subject to such changes as the Company's directors, in their absolute discretion, think fit (such opinion being evidenced by the execution of such Documents, notices, communications or other documents)).



.....
Jerrold Holdings Limited

.....
Philip Heywood

Date: 15 September 2006



Company No. 3160517

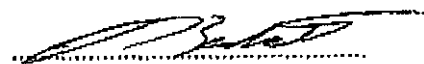
HEYWOOD FINANCE LIMITED (Company)

**Written Resolution pursuant to
Section 381A Companies Act 1985 (as amended)**

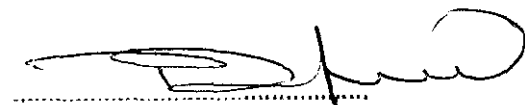
We, the undersigned, being all the members of the Company for the time being entitled to receive notice of and to attend and vote at general meetings of the Company, hereby pass the following resolutions as Special Resolutions of the Company pursuant to section 381A of the Companies Act 1985 (as amended) (Act) and hereby agree that the said resolutions shall for all purposes be as valid and effective as if passed by us as Special Resolutions at a general meeting of the Company duly convened and held.

SPECIAL RESOLUTIONS

- 1 That the provisions of, and performance of the obligations set out in the documents, details of which are set out in the appendix to this Written Resolution (**Documents**), which the Company is proposing to enter into, be and are hereby approved (copies of such Documents having been supplied to the members of the Company and the Company's auditors prior to the signing of this Written Resolution), (subject to such changes as the Company's directors, in their absolute discretion, think fit (such opinion being evidenced by the execution of such Documents)).
- 2 That, notwithstanding any provisions of the Company's Memorandum and Articles of Association or any personal interest of any of the Company's directors, the Company's directors and/or secretary be and are hereby authorised and directed to execute, deliver and perform the obligations set out in the Documents and give or execute any or all notices, communications or other documents on behalf of the Company pursuant to or in connection with the Documents for the Company (in such manner and subject to such changes as the Company's directors, in their absolute discretion, think fit (such opinion being evidenced by the execution of such Documents, notices, communications or other documents)).



Jerrold Holdings Limited



Philip Heywood

Date: 15.09.06

The Appendix

Document

- 1 An amendment and restatement agreement relating to a facility agreement dated 6 December 1996 (as amended and restated on 28 July 2006) (the "**Original Facility Agreement**"), such amendment and restatement agreement to be made between Jerrold Holdings Limited (1), the companies listed in schedule 1 thereto (2), The Governor and Company of the Bank of Scotland, Barclays Capital, The Royal Bank of Scotland plc and National Australia Bank Limited as mandated lead arrangers (3), Lloyds TSB Bank plc, Allied Irish Banks plc and The Governor and Company of the Bank of Ireland as arrangers (4), Kaupthing Singer & Friedlander Ltd as lead manager (5), the banks listed in schedule 2 thereto (6) and The Governor and Company of the Bank of Scotland as agent and security trustee (7).

- 2 An intercreditor deed to be made between Jerrold Holdings Limited (1), the companies listed in schedule 1 thereof (2), The Governor and Company of the Bank of Scotland, Barclays Capital, The Royal Bank of Scotland plc and National Australia Bank Limited as mandated lead arrangers (3), Lloyds TSB Bank plc, Allied Irish Banks plc and The Governor and Company of the Bank of Ireland as arrangers (4), Kaupthing Singer & Friedlander Ltd as lead manager (5), the banks listed in schedule 2 thereto (6), the banks listed in part 1 of schedule 3 as original hedging banks (7) and The Governor and Company of the Bank of Scotland as agent and security trustee (8), the institutions listed in schedule 4 as investors (9) and the persons listed in schedule 5 as noteholders (10).