

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

CHARACTER WORLD LIMITED
(the "Company")

WEDNESDAY



Written resolutions of the Company pursuant to chapter 2 part 13 of the Companies Act 2006 ("Act") proposed by the directors of the Company, proposed as special resolutions as detailed below

Special Resolutions

- 1 **THAT** 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 and grant in connection with the proposed acquisition by Character World Bidco Limited (the "**Borrower**") and its parent company Character World Holdco Limited ("**Topco**") of the entire issued share capital of the Company (the "**Acquisition**") be and are hereby approved and (notwithstanding any provisions of the memorandum and articles of association of the Company or any personal interest of the directors) the directors of the Company be and are hereby empowered, authorised and directed to complete and enter into such of the following documents to which the Company is or is to become a party
 - 1 1 a facility agreement to be made between, inter alia, (1) Topco, (2) Borrower, (3) the Original Borrowers, (4) the Original Guarantors and (5) The Royal Bank of Scotland plc ("**RBS**") acting as agent for National Westminster Bank Plc ("**NatWest**") as Lender (each term as defined therein) (the "**Facility Agreement**"),
 - 1 2 a multi-option facility agreement to be made between (1) the Company and (2) the Lender (the "**Multi-Option Facility Agreement**");
 - 1 3 an intercreditor deed to be made between, inter alia, (1) Topco (2) the Obligors, (3) RBS as agent for NatWest as Senior Creditor and (4) RJD Partners Limited and others as Subordinated Creditors (each term as defined therein) regulating the subordination of payments due and, where applicable, the enforcement of security by the parties thereto (the "**Intercreditor Deed**"),

- 1 4 a debenture to be executed by the Company in favour of NatWest (the "**Debenture**"),
- 1 5 a composite guarantee and debenture to be granted by the Group Companies in favour of RJD Partners Limited as Security Trustee for the Security Beneficiaries (each term as defined therein) (the "**Investor Guarantee and Debenture**"),
- 1 6 a composite guarantee and debenture to be granted by the Group Companies in favour of Mark Schweiger as Security Trustee for Management (each term as defined therein) (the "**Consideration Guarantee and Debenture**"),
- 1 7 a composite guarantee and debenture to be granted by the Group Companies in favour of Mark Schweiger as Security Trustee for Management (each term as defined therein) (the "**Management Guarantee and Debenture**"), and
- 1 8 an intra-group loan agreement to be made between the Lenders (1) and the Borrowers (2) (each term as defined therein) (the "**Intra-Group Loan Agreement**")

(the above documents, together the "**Documents**" and each a "**Document**")

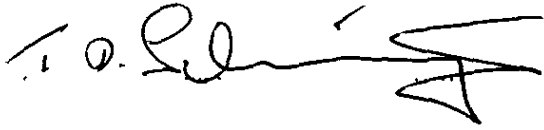
- 2 **THAT** the Company make payments by way of a gift up to an aggregate value of £30,000 (the "**Payments**") to certain officers of the Company being Rebecca Rowlands, Stephanie Farris and Julie Glennon in connection with the Acquisition
- 3 **THAT** notwithstanding that the entering into and granting of certain of the Documents and the making of the Payments constitutes financial assistance within the meaning of Sections 151 to 158 (inclusive) of the Act, the Company is receiving full and fair consideration for the obligations it is undertaking in accordance with the terms thereof, and accordingly, such entry and granting, and the giving of such financial assistance, is in the best interests of the Company and is most likely to promote the success of the Company for the benefit of its members as a whole
- 4 **THAT** the giving of such financial assistance, as set out in paragraph 3 above, be and is hereby approved and that the Company entering into and/or granting the Documents to which it is to be a party and the making of the Payments be and are hereby approved

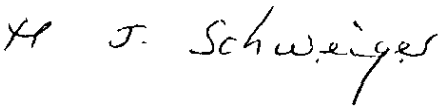
Circulation date: 4 April 2008

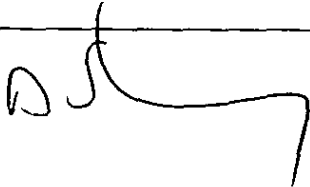
Registered office: c/o UHY Hacker Young, St James Building, 79 Oxford Street, Manchester M1 6HT


Agreement to written resolutions

We, the undersigned, being persons entitled to vote on the above resolutions, irrevocably agree to such resolutions

Signed by	 Thomas Dan Schweiger	Dated 4 April 2008
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Signed by	 Heather Schweiger	Dated 4 April 2008
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Signed by	 Daniel Schweiger	Dated 4 April 2008
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Signed by	 Mark Schweiger	Dated 4 April 2008
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