

**THE COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY SHARES
RESOLUTIONS IN WRITING
of
JERROLD HOLDINGS LIMITED (the "Company")**

Passed the 15 day of September 2006

By a written resolution signed in accordance with section 381A of the Companies Act 1985 by or on behalf of the members of the Company who, at the date of the resolutions, were entitled to attend and vote at a general meeting of the Company the following resolutions of the Company were duly passed:

ORDINARY RESOLUTIONS

1. THAT the sale of the entire issued share capital of Sterling Property Co. Limited by the Company to Bracken House Properties LLP pursuant to a share sale agreement between (1) the Company and (2) Bracken House Properties LLP dated 15 September 2006 (a copy of which is circulated herewith) be and it is hereby authorised pursuant to section 320 of the Companies Act 1985, and for all other purposes.
2. THAT the transfer of various properties by the Company's subsidiaries, Fact Focus Limited, General Allied Properties Limited, North Western Properties and Developments Limited, Provincial and Northern Properties Limited, Privileged Estates Limited, Privileges Properties (Northern) Limited, Harpmanor Limited, Briar Hill Court Limited and Supashow Limited (together the "Subsidiaries"), to Bracken House Properties LLP pursuant to a property sale agreement between (1) the Subsidiaries, (2) Bracken House Properties LLP and (3) Sterling Property Co. Limited dated 15 September 2006 (a copy of which is circulated herewith) be and it is hereby authorised pursuant to section 320 of the Companies Act 1985 and for all other purposes.

Signed:
Director

Dated: 15 September 2006

