

SPIRIT INTERMEDIATE ACQUISITIONS LIMITED

(Company Number 04914723)

(the "Company")

WRITTEN RESOLUTION of the sole member of the Company in lieu of general meeting made in accordance with Section 381A of the Companies Act 1985 and passed on 25 March 2004.

We, being the sole member of the Company entitled to attend and vote at a general meeting of the Company hereby **RESOLVE**: THAT THE ARTICLES OF ASSOCIATION OF THE COMPANY BE AMENDED by inserting a new Article 7.4 as follows:

"Notwithstanding Article 7.2 above and anything else contained in these articles (whether by way of or in relation to pre-emption rights, restrictions on, or conditions applicable to, share transfers, or otherwise):

- (a) the Company and the Directors shall not decline to register any transfer of shares which have been charged pursuant to the Security Agreement dated 25 March 2004 between, amongst others, Prestbury Wentworth Limited (1) and The Governor and Company of the Bank of Scotland ("BoS") (2) (the "Security Agreement"), nor may they suspend registration thereof, in each case where such a transfer is:
 - (i) in favour of a bank or financial institution or subsidiary of a bank or financial institution or any nominee or nominees of such bank or financial institution (as the case may be) to which the shares have been transferred by way of security pursuant to the Security Agreement;
 - (ii) delivered to the Company for registration by any bank or financial institution or subsidiary of a bank or financial institution or any nominee or nominees of such bank or financial institution (as the case may be) to which the shares have been transferred by way of security pursuant to the Security Agreement in order to perfect its security over such shares; and
 - (iii) made pursuant to the exercise of any power of sale arising under or otherwise pursuant to the Security Agreement;
- (b) no lien shall attach to the shares of the Company subject to the Security Agreement, whether any moneys are presently payable or not, and the Company shall not exercise any rights to sell these shares; and
- (c) the Directors shall not have any right of forfeiture over the shares of the Company subject to the Security Agreement."

Signed: _____

Director

Prestbury Wentworth Acquisitions Limited

