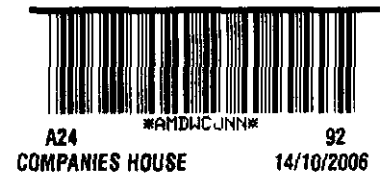


Company No. 05013695

THE COMPANIES ACT 1985
WRITTEN RESOLUTION OF

10 ASSOCIATES LIMITED
(the Company)

A COMPANY LIMITED BY SHARES



In accordance with section 381A of the Companies Act 1985 (as amended) (the Act), we the undersigned being all the members of the Company who at the date of this written resolution are entitled to attend and vote at a general meeting of the Company **HEREBY RESOLVE THAT:**

1. the 475 ordinary shares of £1 each in the capital of the Company registered in the name of David Ashley Worthington be re-classified as 475 'A' ordinary shares of £1 each, having the rights and restrictions set out in the articles of association of the Company, as amended pursuant to paragraph 5 of this resolution. 12

2. the 475 ordinary shares of £1 each in the capital of the Company registered in the name of Jill Elizabeth Peel be re-classified as 475 'B' ordinary shares of £1 each, having the rights and restrictions set out in the articles of association of the Company, as amended pursuant to paragraph 5 of this resolution.

3. the 50 ordinary shares of £1 each in the capital of the Company registered in the name of Linda Bottomley be re-classified as 50 'C' ordinary shares of £1 each, having the rights and restrictions set out in the articles of association of the Company, as amended pursuant to paragraph 5 of this resolution.

4. paragraph 5 of the memorandum of association of the Company be deleted and substituted for the following paragraph:

"5. The Company's share capital is £1,000 divided into 475 'A' ordinary shares of £1 each, 475 'B' ordinary shares of £1 each and 50 'C' ordinary shares of £1 each."

5. the articles of association of the Company be amended, as follows:

5.1 a new article 1.5 to be inserted, as follows:

"1.5 The share capital of the Company is £1,000 divided into 475 'A' ordinary shares of £1 each (the 'A' ordinary shares), 475 'B' ordinary shares of £1 each (the 'B' ordinary shares) and 50 'C' ordinary shares of £1 each (the 'C' ordinary shares) (the 'A' ordinary shares, 'B' ordinary shares and 'C' ordinary shares being together the shares)." 13

5.2 a new article 1.6 to be inserted as follows:

"1.6 The 'A' ordinary shares, 'B' ordinary shares and 'C' ordinary shares constitute separate classes of share but shall all rank pari passu."

5.3 the heading to article 6 be deleted and substituted for the following heading:

"General meetings, resolutions and dividends"

5.4 a new article 6.5 to be inserted, as follows:

"6.5 Regulations 103 and 104 of Table A do not apply to the Company."

5.5 a new article 6.6 to be inserted, as follows:

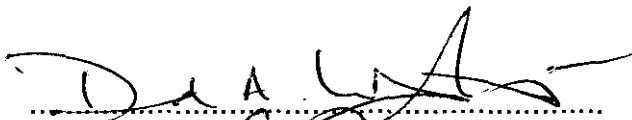
"6.6 The directors may from time to time pay interim dividends to the shareholders if it appears to the directors that such interim dividends are justified by the profits of the Company available for distribution. If the share capital is divided into different classes the directors may pay interim dividends on each individual class of share in the amounts determined by the directors."

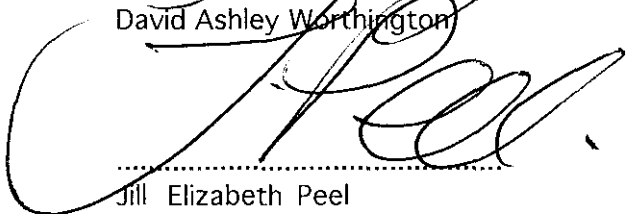
5.6 a new article 6.7 to be inserted, as follows:

"6.7 Subject to article 6.6 above, all dividends shall be declared and paid on each individual class of share in the amounts determined by a majority decision of the shareholders at a general meeting of the Company."

5.7 a new article 6.8 to be inserted, as follows:

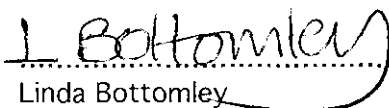
"6.8 All dividends shall be apportioned and paid proportionately to the amounts paid up on the shares during any portion or portions of the period in respect of which the dividend is paid."


.....
David Ashley Worthington


.....
Jill Elizabeth Peel

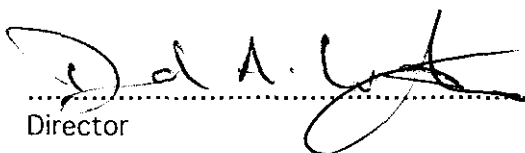
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5/10/06


.....
Linda Bottomley

5/10/06

I confirm that a copy of this written resolution was sent to the auditors of the Company at or before the time at which it was supplied to a member for signature in accordance with s.381B of the Act.


.....
Director

5/10/06
.....
Date