

**WRITTEN RESOLUTION OF THE SOLE MEMBER**  
of  
**TRAINSTATION LIMITED**  
(the "Company")

We the undersigned, being the sole member of the Company entitled to attend and vote at a general meeting of the Company, hereby **RESOLVE**:

- 1 **THAT** the terms of and the entering into of:
  - 1.1 the accession letter to the senior facilities agreement dated 6 May 2005 (as amended and restated pursuant to an amendment and restatement deed dated 4 July 2005) made between, among others, MOP Acquisitions (LAF) Limited ("**MOP**") and The Royal Bank of Scotland plc pursuant to which term and revolving facilities of up to £114,945,000 were made available to MOP (the "**Senior Facilities Agreement**");
  - 1.2 the accession letter to the mezzanine facility agreement dated 6 May 2005 (as amended and restated pursuant to an amendment and restatement deed dated 4 July 2005) made between, among others, MOP and Saberasu Japan Investments II B.V. pursuant to which a term loan facility of up to £19,000,000 was made available to MOP (the "**Mezzanine Facility Agreement**");
  - 1.3 the debenture to be entered into between, among others, the Company and The Royal Bank of Scotland plc; and
  - 1.4 the accession letter to the intercreditor agreement dated 6 May 2005 (as amended and restated pursuant to an amendment and restatement deed dated 4 July 2005 and as further amended pursuant to an amendment and restatement agreement dated 17 February 2006) made between, among others MOP, The Royal Bank of Scotland plc and Saberasu Japan Investments II B.V.,

(together the "**Transaction Documents**"),

be and are hereby approved; and

- 2 **THAT** subject to compliance with sections 155 to 158 of the Companies Act 1985, the giving of financial assistance by the Company by entry into by the Company of the Transaction Documents be approved.

Signed

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For and on behalf of **DRAGONS HEALTH CLUBS LIMITED**

Date: 21/3/06

