

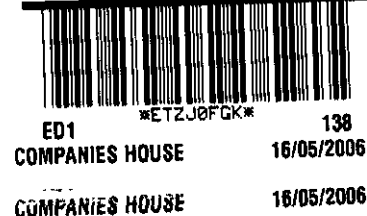
Name of Company

Johnsen & Jorgensen Packaging Limited

By special resolution of the shareholders of the Company passed on 26th April 2006 at ~~11.00 a.m./p.m~~ the following SPECIAL RESOLUTIONS were duly passed:

Special Resolutions

1. **That** subject to compliance with Sections 155 and 158 of the Act, and the sworn statutory declaration of the directors of the Company being supplied to each relevant member, the entering into by the Company and its subsidiary of the documents described below and the entering into by the Company and its subsidiary of the transactions described below (and the assumption by the Company and its subsidiary of their liabilities and the performance of the Company and its subsidiary of their obligations thereunder) and for the purpose of Section 157 of the Act, the giving of financial assistance by the Company and its subsidiary by the entering into of such documents and giving effect to such transactions (and the assumption of such liabilities and performance of such obligations) be and is hereby approved:
 - 1.1. the Company and its subsidiary executing a debenture in favour of The Governor and Company of the Bank of Scotland as security trustee ("the Security Trustee") charging the Company's and its subsidiary's undertaking, property, rights and all other assets to the Security Trustee by a creation of fixed and floating charges as security for all the Company's and its subsidiary's present and future liabilities to the the Security Trustee and Allied Irish Bank plc (together the "Banks");
 - 1.2. the Company and its subsidiary entering into a senior facilities agreement between inter alia OSHM Holdings Limited, Jaycare Holdings Limited, Johnsen & Jorgensen Packaging Limited, Jaycare Limited and the Banks pursuant to which (inter alia) the Company and its subsidiary would guarantee and agree to indemnify the Banks in respect of all the present and future liabilities owed to the Banks by these companies (the "Senior Facilities Agreement");
 - 1.3. the Company and its subsidiary entering into an inter company loan agreement between OSHM Holdings Limited, Jaycare Holdings, Jaycare Limited and the Company whereby each of the companies propose to make funds available to each of the other companies to enable the companies to fund their obligations to the Banks and for general working capital and other purposes from time to time.



1.4. Jaycare Limited entering into a legal charge in favour of the Security Trustee charging its leasehold premises at:-

- 1.4.1. Site BT175/16 New York Industrial Estate, North Chirton, Tyne & Wear which is more particularly described in a lease dated 20 November 1998 between The Urban Regeneration Agency (1) and John Waddington Properties Limited (2) as the same is registered at the Land Registry with title number TY348245.
- 1.4.2. Premises at Nelson Way, Nelson Industrial Estate, Cramlington, Northumberland which are more particularly described in a lease dated 12 November 1998 between Olnato Limited (1) and Waddington Jaycare Limited (2) as the same is registered at the Land Registry with title number ND135941.
- 1.4.3. Site BT86/5 West Chirton Industrial Estate, Tyne and Wear which is more particularly described in a Lease dated 30 July 1990 between English Industrial Estates Corporation (1) and Jaycare Limited (2) as the same is registered at the Land Registry with title number TY246503.
- 1.4.4. Unit 14 Alder Road, West Chirton North Industrial Estate, Newcastle upon Tyne which is more particularly described in a lease dated 19 march 2003 between Charterhouse Property General Partner (No. 3) Limited and Charterhouse Nominees (No. 2) Limited (1) and Jaycare Limited.
- 1.4.5. Site BT86, Units 5, 19B and 19C West Chirton Industrial Estate, Newcastle upon Tyne which is more particularly described in a lease dated 11 December 1985 between English Industrial Estates Corporation (1) and Novara Limited (2).

as security for its obligations under the Senior Facilities Agreement.

2. **That** each of the documents (and the terms and conditions referred to therein) and the transactions (and the terms and conditions thereof) referred to in Resolution 1 above be and are hereby approved, the execution, delivery and the performance by the Company of each of such documents is in the best interest of and for the benefit of the Company.

Dated : 20th April . 2006

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Director