

01888201

Company no: 05995125

THE COMPANIES ACT 1985 (THE "ACT")
COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

LONDON PROPERTY MAINTENANCE (CLEANING) LIMITED

(Passed - 24 / 11 / 2006)

FRIDAY



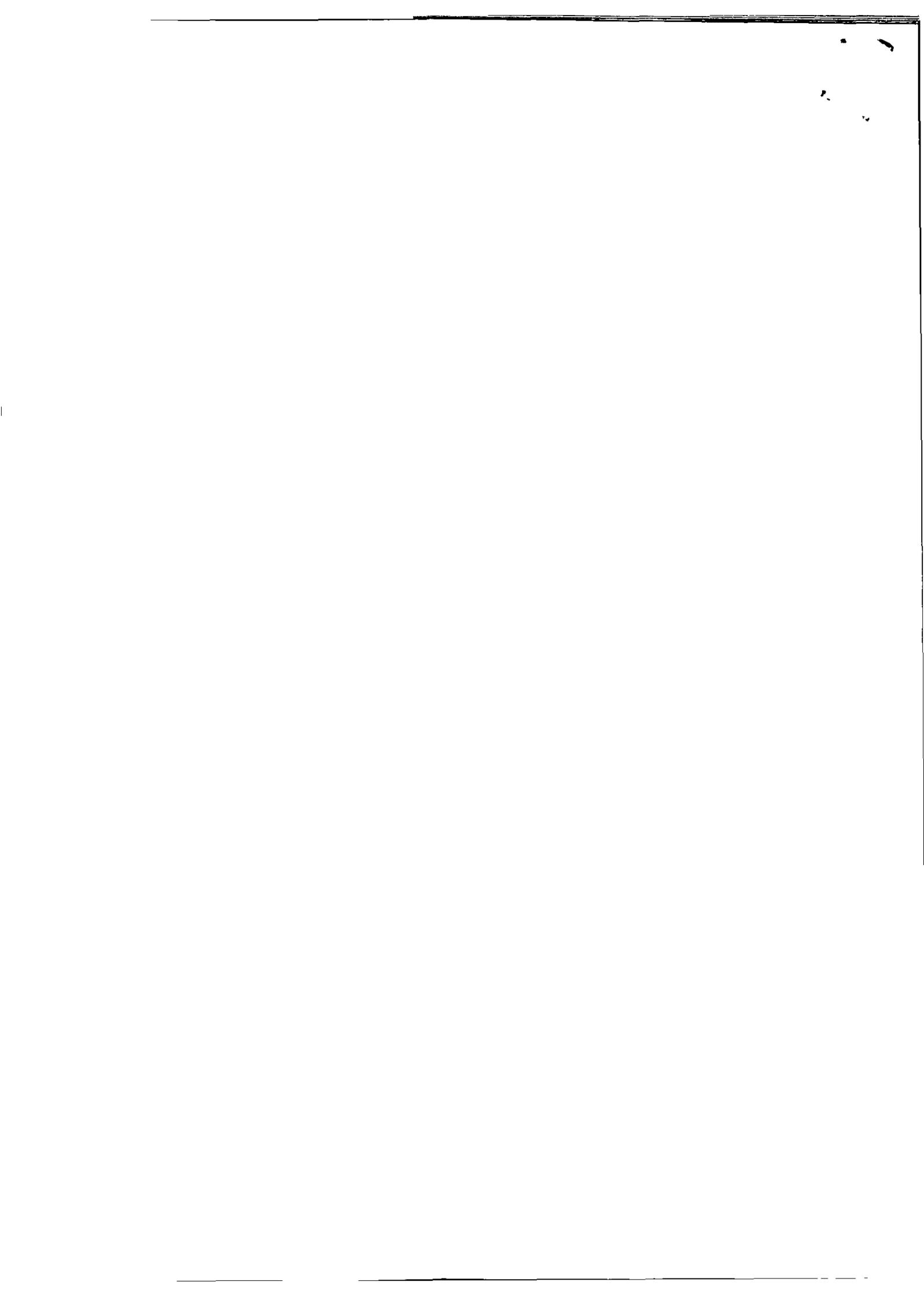
A21 *AAB7K3G5* 358
26/09/2008
COMPANIES HOUSE

The following written resolutions of the members of the Company entitled to attend and vote at an extraordinary general meeting of the Company were made on the 24th day of November 2006 at 7 pm in accordance with Section 381A of the Act

WRITTEN RESOLUTIONS

We, being all the members of the Company entitled to attend and vote at an extraordinary general meeting of the Company, in accordance with paragraph 53 of Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended ("Table A") and incorporated in the Company's articles of association, having been supplied with a copy of the statutory declarations made pursuant to section 155 of the Act and the auditors reports annexed thereto and copies of all draft documents referred to in this resolution, HEREBY pass THE FOLLOWING RESOLUTIONS IN WRITING, which would otherwise be passed as special resolutions of the Company, and hereby agree in accordance with paragraph 53 of Table A that the said resolutions shall for all purposes be valid and effective as if passed as special resolutions at a general meeting of the Company duly convened and held

- 1 THAT, subject to compliance with sections 155-158 of the Act, the directors of the Company be and are hereby authorised to procure that the Company gives financial assistance to LPM Acquisitions Limited (the "Purchaser") pursuant to sections 155-158 of the Act (as described in the statutory declarations of even date herewith and made by all of the Company's directors on forms 155(6)(a) and 155(6)(b) the originals of which, together with the annexed auditors reports, are available for inspection by the members of the Company) for the purpose of the acquisition ("Acquisition") of the entire issued share capital of the Company by the Purchaser
2. THAT, in view of the benefits likely to accrue to the Company under the terms of and arrangements contemplated by a loan agreement dated on or about the date hereof (the "Loan Agreement") between the Purchaser and Kaupthing Singer and Friedlander Limited (the "Lender"), whereby the Lender will make available to the Purchaser in connection with the Acquisition term loan facilities of £3,750,000 in aggregate and a £1,250,000 revolving credit facility, for which it is required by the Loan Agreement that the Company execute the following documents (together, the "Documents")
 - (a) an all monies mortgage debenture between the Company and the Lender (whereby the Company charges all its assets and undertakings in favour of the Lender as security for the payment by the Company of all money and liabilities owing to the Lender from time to time by the Company),
 - (b) an all monies guarantee and indemnity agreement between, inter alia, the Company, the Subsidiary and the Lender (whereby the Company, in consideration of the Lender, inter alia, granting finance facilities to the Company and other Principal Debtors (as defined



therein), guarantees to the Lender the present and future liabilities of the Company and other Obligors (as defined therein) and indemnifies the Lender from and against any loss incurred should the guaranteed amounts not be recoverable);

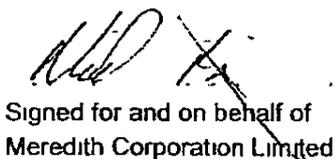
- (c) an intercreditor deed between the Company, the Subsidiary, the Purchaser, Sovereign Capital Partners LLP and the Bank (whereby, inter alia, the subordination of payments due under the Loan Agreement and the enforcement of security are regulated),
- (d) an intragroup loan agreement between the Company, the Subsidiary and the Purchaser (whereby, inter alia, the Company agrees to make Advances (as defined therein) to the Purchaser to pay any amounts due in accordance with the Loan Agreement); and
- (e) a debenture between the Company, the Subsidiary, the Purchaser and Sovereign Capital Partners LLP (whereby, subject to the terms of the Intercreditor Agreement (as defined therein) the Company charges all its assets and undertakings in favour of Sovereign Capital Partners LLP as security agent for the Senior Noteholders and Management Noteholders (each as defined therein) as security for the payment by the Company of the Secured Liabilities (as defined therein)).

the entry into each of the Documents by the Company be and is hereby approved

- 3 THAT the actions of the directors of the Company in procuring that the Company gives such financial assistance and security and all things necessary or incidental thereto be and are hereby approved and consented to and ratified for the purposes of section 157(1) of the Act



Signed
Rosalie Baldwin



Signed for and on behalf of
Meredith Corporation Limited