

CATTLES INVOICE FINANCE LIMITED (the *Company*)**MEMBERS' WRITTEN RESOLUTIONS**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the *Act*), **WE**, being all the members of the Company who at the date of this resolution would be entitled to attend and vote at a general meeting of the Company, **CONFIRM** and **AGREE** that the following resolution shall have effect as if passed at a general meeting of the Company duly convened and held. Resolutions 1 and 2 below shall be passed as special resolutions. Accordingly **WE RESOLVE**:

SPECIAL RESOLUTIONS

1. **THAT** for the purposes of section 175 of the Act Robert East's directorships of:

Cash Flow Services Ltd, Cattles Holdings Ltd, Cattles Invoice Finance (Oxford) Ltd, Cattles plc, Cattles Properties (Ruddington) Ltd, CL Finance Ltd, Compass Credit Ltd, Dial4aloan Ltd, Ewbanks Mail Order Ltd, Lewis Group (Holdings) Ltd, Lewis Debt Services Ltd, Lewis Investigation Services Ltd, Moneytopia Bank Ltd, Moneytopia Ltd, Progressive Financial Services Ltd, Progressive Insurance Brokers Ltd, Recordpoint Ltd, Scottish Bureau of Investigation Ltd, Shopacheck Financial Services Ltd, Statusclaim Ltd, Supremeaccess Ltd, The Lewis Group Ltd, UK Debt Defaulters Register Ltd, Welcome Car Finance Ltd, Welcome Finance Group Ltd, Welcome Finance Ltd, Welcome Insurance Services Ltd, Welcome Mortgages Ltd, Welcome Retail Services Ltd and Westernissue Ltd,

which may involve a possible conflict with the interests of the Company, be and are hereby authorised and Robert East be permitted not to disclose any confidential information obtained in his capacity as director of these companies to the Company and any breach of duty which has arisen or may arise from such conflict be and is hereby ratified.

2. We note that Robert East, as a director of Cattles Invoice Finance (Oxford) Limited, a subsidiary undertaking of the Company, (***CIF Oxford***) has also declared interests, namely directorships of other entities within the Company's group of companies, (the ***Group Specific Conflicts***) which conflict or possibly may conflict with the interests of CIF Oxford for the purposes of section 175 of the Act. We further note that pursuant to section 175(6)(a) of the Act, the authorisation of the Group Specific Conflicts by the directors of CIF Oxford is not possible as a quorum at the approving board meeting of CIF Oxford cannot be achieved without counting Robert East, and the matter cannot be agreed to without his voting or without counting his votes.

In order for the Group Specific Conflicts to be authorised, **WE RESOLVE THAT** any of the Group Specific Conflicts which conflicts or possibly may conflict with the interests of CIF Oxford be and is hereby authorised, and any breach of duty which has

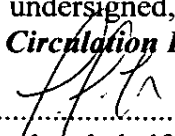


arisen or may arise from any such conflict be and is hereby ratified, **AND THAT** the Company be authorised to pass any shareholder resolutions of CIF Oxford to authorise any of the Group Specific Conflicts which conflicts or possibly may conflict with the interests of CIF Oxford and ratify any breach of duty which has arisen or may arise from any such conflict.

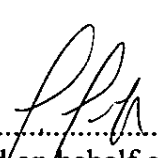
AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the resolutions.

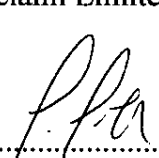
The undersigned, being a person entitled to vote on the resolutions on 18/8/2009 (the *Circulation Date*), hereby irrevocably agrees to the resolutions:


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for and on behalf of
Recordpoint Limited

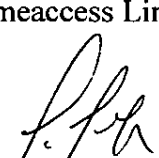
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for and on behalf of
Statusclaim Limited

Date: 18/8/2009.....


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for and on behalf of
Supremeaccess Limited

Date: 18/8/2009.....


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for and on behalf of
Westernissue Limited

Date: 18/8/2009.....

NOTES

1. If you agree with the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

By Hand: delivering the signed copy to Roland Todd, Company Secretary, Kingston House, Centre 27 Business Park, Woodhead, Birstall, Batley West Yorkshire, WF17 9TD.

Post: returning the signed copy by post to Roland Todd, Company Secretary, Kingston House, Centre 27 Business Park, Woodhead, Birstall, Batley West Yorkshire, WF17 9TD.

Fax: faxing the signed copy to 01924442255 marked "For the attention of Roland Todd, Company Secretary".

E-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to rolandtodd@cattles.co.uk.

If you do not agree to the resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the resolutions, you may not revoke your agreement.

3. Unless, by 28 days following the Circulation Date, sufficient agreement has been received for the resolutions to pass, it will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or during this date.

4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.

5. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.