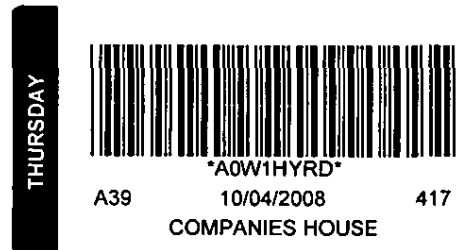


THE COMPANIES ACTS 1985 – 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS
OF
RIDER HOUSE LIMITED
("the Company")



Please read the notes at the end of this document

We, the members of the Company, confirm that a statutory declaration sworn by the sole director of the Company together with a report of the auditors of the Company have been made available to us for inspection

DEFINITIONS

In these Resolutions the following words and expressions shall have the following meanings unless the context otherwise requires

Acquisition	the acquisition of the entire issued share capital of the Company by the Buyer on the terms of the Acquisition Agreement,
Acquisition Agreement	the agreement to be entered into between the Sellers and the Buyer for the Acquisition,
Bank	Abbey National Plc,
Buyer	Elder (U K) Limited (Company Number 03010715),
Debenture	the debenture to be given by the Company in favour of the Bank securing all obligations of the Company to the Bank, including, without limitation, the liability and obligations of the Company to the Bank pursuant to the Guarantee and including a fixed charge over the Property,
Group	the Company and the Buyer,
Guarantee	a guarantee to be entered into by the Company in favour of the Bank in which the Company is to guarantee to the Bank the obligations and liabilities of the Buyer,
Intra Group Loan Agreement	the intra group loan agreement to be entered into

between the Company and the Buyer pursuant to which monies may be loaned to the Buyer,

Property	the freehold property known as Rider House and registered under title number SF323873,
Sellers	Stephen Miles Moxham and Helen Moxham,

SPECIAL RESOLUTIONS

- 1 THAT the Articles of Association contained in the printed document attached be and the same are approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles of Association of the Company
- 2 THAT
 - 2 1 the provisions (as the same may be amended, varied, supplemented or substituted from time to time) of the documents referred to below which the Company is proposing to enter into and grant in connection with the Acquisition, be and are approved and (notwithstanding any provisions of the Memorandum and Articles of Association of the Company or any personal interest of the sole director or that David Messenger is a director of the Buyer as well as a director of the Company) the sole director and secretary of the Company be and are empowered, authorised and directed to complete and enter into the following documents to which the Company is or is to become a party
 - 2 1 1 the Debenture,
 - 2 1 2 the Guarantee, and
 - 2 1 3 the Intra Group Loan Agreement,(the above documents, together "**the Documents**" and individually "**a Document**"),
 - 2 2 the execution, delivery and performance of the Documents is for the benefit of and in the best interests of the Company for the purposes of carrying on its business as a wholly owned subsidiary of the Buyer and as a member of the Group and that there is full and fair consideration to the Company for the obligations it is undertaking in respect of it,
 - 2 3 notwithstanding that the entering into and the granting of certain of the Documents to which the Company is a party would constitute financial assistance within the meaning of Sections 151 to 158 (inclusive) of the Act, since the Company is receiving full and fair consideration for the obligations it is undertaking in accordance with their terms, such entry and granting and the giving of such financial assistance is in the best interests of the Company, and

2 4 the giving of such financial assistance, as set out in resolution 2 3 above subject to the procedures set out in Sections 155-158 of the Act being followed, be and is approved and that the Company entering into or granting the Documents and the performance by the Company of its obligations thereunder be and is approved

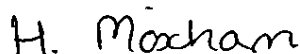
Signed by, or by its duly authorised representatives on behalf of, all of the members of the Company who as at the date of these resolutions would be entitled to attend and vote at a general meeting had the resolutions been put to such a meeting

The undersigned being all of the persons who are entitled to vote on the above resolutions on the date of circulation of them, irrevocably vote in favour of them



Stephen Miles Moxham

Dated 3 APRIL 2008



Helen Moxham

Dated 3 APRIL 2008

Notes

- 1 The resolutions are proposed as special resolutions and each requires members holding not less than 75 per cent of the total voting rights of members entitled to vote on the resolutions to vote in favour of them to be passed
- 2 The date of circulation of the resolutions is 3 April 2008 Unless the resolutions are passed before the end of the period 28 days beginning with that date, they will lapse If you agree to the resolutions please ensure your agreement reaches us before they lapse
- 3 If you agree with the resolutions, please indicate your agreement to them by signing and dating this document where indicated above and returning it by post or hand delivery to David Messenger at Rider House Limited c/o Thorpe House, Harwich Road, Little Clacton, Essex, C016 9NU
- 4 Once you have agreed to the resolutions you may not revoke your agreement
- 5 If you wish to vote in favour of any of the resolutions but not the others, delete those which you do not wish to support If you do not agree to any of the resolutions, you do not need to do anything
- 6 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

THE COMPANIES ACTS 1985 TO 2006

PRIVATE COMPANY LIMITED BY SHARES

NEW ARTICLES OF ASSOCIATION

of

RIDER HOUSE LIMITED

(adopted by special resolution on 3 April 2008)

PRELIMINARY

- 1 In these articles the following words and expressions have the following meanings
Parent Company a company which is the registered holder of not less than 90% of the issued shares,
Table A the Regulations contained in Table A as prescribed by the Companies (Tables A to F) Regulations 1985 (as amended and in force at the date of adoption of these Articles)
A reference in these articles to a "regulation" is a reference to the regulation of that number in Table A
- 2 The regulations contained in Table A, apart from regulations 8-22, 24-26, 64-69, 76-79, 86, 89, 94, 111, 115 and 118, apply to the Company except insofar as they are inconsistent with these articles
Share Capital
- 3 The authorised share capital at the date of the adoption of these articles is £100 divided into 100 shares of £1 each
Transfer of shares
- 4 The directors shall register a transfer of shares which is presented for registration duly stamped
General meetings
- 5 Regulation 37 is amended by replacing "a date not later than eight weeks after receipt of the requisition" with the words "a date not later than twenty-eight days after receipt of the requisition"
- 6 6 1 The first sentence of regulation 38 is amended by deleting "or a resolution appointing a person as a director"
6 2 Notices of meetings need not be given to the directors as such and regulation 38 is modified accordingly

7 If and so long as there is a Parent Company, its representative shall be the only person to constitute a quorum at general meetings Regulation 40 is modified accordingly

8 8 1 If and so long as there is only one member of the Company, a decision taken by the member, which may be taken in general meeting, is as effective as if agreed by the Company in general meeting

8 2 A decision taken by a sole member under Article 8 1 (unless taken by way of a written resolution) shall be recorded in writing and a copy shall be provided to the Company

Votes of members

9 9 1 The notice appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Directors may

9 1 1 in the case of an instrument in writing be deposited at the office or at such other place within the United Kingdom and at such time as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting, or

9 1 2 notwithstanding any provision to the contrary in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting

9 1 2 1 in the case of an instrument in writing be deposited with the Chairman 30 minutes before the commencement of the meeting or adjourned meeting, or

9 1 2 2 in the case of an electronic communication be received not less than 24 hours before the commencement of the meeting or adjourned meeting

and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid

9 2 Deposit of an instrument of proxy shall not preclude a member from attending and voting at the meeting or at any adjournment of it

9 3 For the avoidance of doubt, any reference to "writing" in this Article excludes the writing on a visual display unit, faxes, telexes or e-mail

Number of directors

10 The minimum number of directors is one and, unless otherwise determined by ordinary resolution, the number of directors is not subject to a maximum A sole director may exercise all the powers and discretions given to the directors by these articles

Alternate directors

11 A director shall not be entitled to appoint an alternate director to represent him at meetings of the directors or of committees

Accordingly

11 1 regulation 88 is amended by deleting the last sentence, and

11 2 regulation 93 is amended by deleting from and including the words "but a resolution signed by an alternate director" to the end of the regulation

Appointment and retirement of directors

12 The directors are not subject to retirement by rotation The last sentence of regulation 84 is accordingly deleted

13 Any person who is willing to act may be appointed as a director, either to fill a casual vacancy or as an additional director, by the Parent Company (if there is one) giving notice to the Company of the appointment or (if there is no Parent Company) by a resolution of the directors

14 A director is not required to hold qualification shares

Disqualification and removal of directors

15 Regulation 81 is amended

15 1 by replacing "notice to the company" in paragraph (d) with "by notice delivered to the office or tendered at a meeting of the directors", and

15 2 by adding at the end the following paragraph

"(f) he is served a written notice, signed on behalf of the Parent Company (if there is one) or, if there is no Parent Company, signed by or on behalf of the holder of shares conferring a majority of the voting rights conferred by all the shares, requiring him to resign "

16 A person is not disqualified from being a director by having attained any particular age

Directors' appointments and interests

17 Regulation 84 is amended by replacing "the directors may appoint" with "the directors may, with the approval of the Parent Company (if there is one), appoint"

18 Regulation 85 is amended by replacing "provided that he has disclosed to the directors the nature and extent of any material interest of his" with "provided that he has obtained the approval of the Parent Company (if there is one)"

Directors' gratuities and pensions

19 Regulation 87 is amended by replacing "The directors may provide benefits" with "The directors may, with the approval of the Parent Company (if there is one), provide benefits"

Proceedings of directors

20 The quorum for the transaction of the business of the directors is two except when there is only one director When there is only one director, he may exercise all the powers conferred on directors by these articles

21 A director may participate in a meeting of the directors or of a committee of which he is a member by conference telephone or similar communications equipment by means of which

all the persons participating in the meeting can hear each other Participation in a meeting in this manner is treated as presence in person at the meeting

- 22 Regulation 91 is amended by replacing "The directors may appoint one of their number to be the chairman of the board of directors" with "The Parent Company (if there is one) may appoint and remove the chairman of the board of directors by notice to the company If and so long as the position of chairman is vacant, the directors may appoint one of their number to be the chairman"

- 23 A director may vote at a meeting of the directors or of a committee on a resolution which concerns or relates to a matter in which he has, directly or indirectly, an interest but he remains obliged in any event to declare his interest in accordance with section 317 of the Act

Minutes

- 24 Regulation 100 is amended by replacing paragraphs (a) and (b) with "of all proceedings of general meetings and meetings of the directors"

Dividends

- 25 Regulation 103 is amended by replacing "Subject to the provisions of the Act, the directors may pay interim dividends" with "Subject to the provisions of the Act and with the approval of the Parent Company (if there is one), the directors may pay interim dividends"

Accounts

- 26 Regulation 109 is amended by replacing "No member shall (as such) have any right of inspecting any accounting records" with "No member, other than Parent Company (if there is one), shall (as such) have any right of inspecting any accounting records"

Notices

- 27 The Company can deliver a notice or other document pursuant to these Articles to a shareholder or any other person (other than a notice calling a meeting of the directors)

27 1 By delivering it by hand to the address recorded for the shareholder on the register,

27 2 By sending it by post or other delivery service in an envelope (with postage or delivery paid) to the address recorded for the shareholder on the register,

27 3 By fax (except for share certificates) to a fax number notified by the shareholder in writing,

27 4 By electronic mail (except a share certificate) to an address notified by the shareholder in writing, or

27 5 By a website (except a share certificate) the address of which shall be notified to the shareholder in writing,

- 28 This Article does not affect any provision in any relevant legislation or the Articles requiring notices or documents to be delivered in a particular way

- 29 In Regulation 112 of Table A the first sentence shall be deleted In the third sentence the words "(which includes an electronic mail address)" shall be added after the words "to the

company an address" and the words "or an address to which notices may be sent using electronic communications" shall be deleted

- 30 If a notice or document is delivered by hand, it is treated as being delivered at the time it is handed to or left for the shareholder. If a notice or document is sent by post or other delivery service not referred to below, it is treated as being delivered

30 1 24 hours after it was posted, if first class post was used, or

30 2 72 hours after it was posted or given to delivery agents, if first class post was not used,

provided it can be proved conclusively that a notice or document was delivered by post or other delivery service by showing that the envelope containing the notice or document was

30 3 properly addressed, and

30 4 put into the post system or given to delivery agents with postage or delivery paid

- 31 If a notice or document (other than a share certificate) is sent by fax or by electronic mail, it is treated as being delivered at the time it was sent. If a notice or document (other than a share certificate) is sent by a website, it is treated as being delivered when the material was first made available on the website, or if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website

Liability

- 32 For the purposes of this Article a "Liability" is any liability incurred by a person in connection with any negligence, default, breach of duty or breach of trust by him in relation to the Company or otherwise in connection with his duties, powers or office. Subject to the provisions of the Act and without prejudice to any protection from liability which may otherwise apply

32 1 the directors shall with the approval of the Parent Company have the power to purchase and maintain for any director of the Company, any director of an associated body corporate (as defined at section 256 of the Companies Act 2006), any auditor of the Company and any officer of the Company (not being a director or auditor of the Company), insurance against any Liability, and

32 2 every director or auditor of the Company and every officer of the Company (not being a director or auditor of the Company) shall be indemnified out of the assets of the Company against any loss or liability incurred by him in defending any proceedings in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from any Liability