

Number of Company 03730687

**SPECIAL RESOLUTION
OF
RIDGMOUNT HOLDINGS LIMITED**

Passed Tuesday 8th July 2008

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 13 Lyndhurst Terrace, LONDON NW3 5QA

on Tuesday 8th July 2008 the subjoined RESOLUTION was duly passed, viz -

RESOLUTION

That the shareholders authorise the memorandum of contract terms dated 23 June 2008 relating to the company's purchase of its own shares back from the Language Studies Retirement Fund



CHAIRMAN

WEDNESDAY



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Certified Copy


Director/Secretary

RIDGMOUNT HOLDINGS LIMITED

MEMORANDUM OF CONTRACT TERMS

DATED. 23 JUNE 2008

ASSET	427,384 Ordinary Shares in Ridgmount Holdings Limited
SELLER	David Hyam Immanuel, Ofra Immanuel and Pointon York Trustees Ltd as Trustees of the Language Studies Retirement Fund The Crescent, London LE1 6RX
PURCHASER	Ridgmount Holdings Limited Company registration number - 03730687 Registered office address - 21-23 East Street, Fareham, PO16 0BZ
SALE	The Language Studies Retirement Fund wishes to sell all its shares in Ridgmount Holdings Ltd to the company
PURCHASE	Ridgmount Holdings Ltd wishes to purchase all the shares held in the company by the Language Studies Retirement Fund
SHARES	The Language Studies Retirement Fund confirms that the shares it holds in Ridgmount Holdings Limited are free from any charge or lien
PRICE	The price to be paid by Ridgmount Holdings Ltd is £1 40389 per Ordinary £1 share
STAMP DUTY	Ridgmount Holdings Ltd will be responsible for the stamp duty which will be due at 0.5% of the purchase price
PAYMENT	Within five days of the Special Resolution being passed to approve these terms at an Extraordinary General Meeting of Ridgmount Holdings Ltd to be held by 31 July 2008



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