

Company No 4161760

**THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS OF WEBB GROUP LIMITED (Company)**

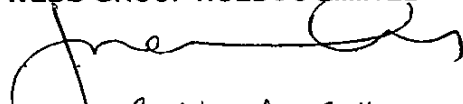
Pursuant to section 288 of the Companies Act 2006 (CA 2006) we, the undersigned, being the sole eligible member (as defined by section 289 CA 2006) of the Company, signify agreement to and pass the following as special resolutions of the Company

SPECIAL RESOLUTIONS

- 1 That the provisions and performance of the obligations set out in the documents listed in the appendix to this Written Resolution (**Documents**), which the Company is proposing to enter into in connection with the provision of working capital to fund the on-going working capital needs of Webb Ivory (Burton) Limited and Choices UK Group Limited (**Subsidiaries**) following completion of the acquisition by the Company's subsidiary Aghoco 1040 Limited (**Purchaser**) of the entire issued share capital of Book Club Associates Limited (**Target**) be and are hereby approved (copies of such Documents having been supplied to the sole member of the Company and the Company's auditors prior to the signing of this Written Resolution), (subject to such changes as the Company's directors, in their absolute discretion, think fit)
- 2 That, notwithstanding any provisions of the Company's memorandum and articles of association or any personal interest of any of the Company's directors, the Company's directors and/or secretary be and are hereby authorised and directed to execute, deliver and perform the obligations set out in the Documents and give or execute any or all notices, communications or other documents on behalf of the Company pursuant to or in connection with each of the Documents (in such manner and subject to such changes as the Company's directors, in their absolute discretion, think fit (such opinion being evidenced by the execution of such document))

Signed for and on behalf of

WEBB GROUP HOLDCO LIMITED


Date 2 March 2011



The Appendix

Documents

- 1 A composite guarantee and debenture to be given by, amongst others, the Company in favour of the Security Trustee (as defined therein) pursuant to which the Company would grant fixed and floating charges over all its assets and undertaking and which incorporates a cross guarantee granted by the Chargors (as defined therein)
- 2 A deed of priorities under which the Chargees (as defined therein) would agree to regulate security granted by, and their claims against, the Chargors (as defined therein) in connection with certain financing arrangements with, amongst others, Endless LLP to fund the on-going working capital needs of Webb Ivory (Burton) Limited and Choices UK Group Limited following completion of the acquisition by the Purchaser of the entire issued share capital of the Target