

Company Number 04872046

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

We hereby certify this
to be a true copy of the
original.

RESOLUTIONS IN WRITING

OF

Signed Clifford Chance LLP
Clifford Chance
Limited Liability Partnership
10 Upper Bank Street
London E14 5UJ 01/03/06

SPIRIT RETAIL BIDCO LIMITED

(the "Company")



WE, being the only member of the Company who would, at the date of these resolutions, have been entitled to attend and vote upon them as if they had been proposed at a general meeting of the Company at which we were present, **RESOLVE**, in accordance with section 381A of the Companies Act 1985, to pass the following as written resolutions:


1. **THAT** the terms of, and the transactions and matters and the giving of a guarantee and security contemplated by, and the execution, delivery and performance by the Company of a supplemental deed of charge to:
 - (a) the borrower group deed of charge dated 25 November 2004 between Spirit Managed Pubs Limited as borrower, certain subsidiaries of the Spirit Group Holdings Limited as guarantors and charging companies, Spirit Issuer plc as issuer, Spirit Managed Inns Limited as lender, The Royal Bank of Scotland plc as bank security agent (the "**Bank Security Agent**") and Deutsche Trustee Company Limited as borrower group security trustee (the "**Borrower Group Security Trustee**") and issuer security trustee;
 - (b) the adminco share mortgage dated 25 November 2004 between Spirit Group Parent Limited, Spirit Administrative Services Limited, the Borrower Group Security Trustee and the Bank Security Agent; and
 - (c) the supplyco share mortgage dated 25 November 2004 between Spirit Group Equity Limited, Spirit Supply Company Limited, the Borrower Group Security Trustee and the Bank Security Agent

to be dated on or about the date hereof and made between, among others, Spirit Managed Pubs Limited as borrower, Spirit Issuer plc as issuer, Spirit Managed Inns Limited as bankco, the Bank Security Agent and The Royal Bank of Scotland plc as Punch security agent, the Borrower Group Security Trustee and certain other subsidiaries of Spirit Group Holdings Limited will materially benefit and is in the best interests of the Company and, as a result, be and are hereby approved.

2. **THAT** the Directors have authority and be directed to approve the terms of, and the transactions contemplated by, the documents referred to in resolution 1 above and any related document or transaction, and execute all such documents.
3. **THAT** the articles of association of the Company be amended by the insertion of the following text after paragraph 7.2:

"7.2A Notwithstanding anything contained in these Articles, the directors shall not decline to register any transfer of shares, nor may they suspend registration of any shares where such transfer is executed by any person to whom such shares have been charged by way of security, or by any nominee of any such person, pursuant to a power of sale under such security, and a certificate by any such person or any employee of any such person that the shares were so charged and the transfer was so executed shall be conclusive evidence of such fact."

Signature



for and on behalf of Spirit Pubs Parent Limited

Date

28 FEBRUARY 2006