

WRITTEN RESOLUTIONS OF ALL THE MEMBERS OF
BALLYMORE PROPERTIES HOLDINGS LIMITED
("COMPANY")

Registered Number 04910171

THE COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY SHARES

SHAREHOLDERS' WRITTEN RESOLUTIONS

We, the undersigned, being the sole member of the Company who, at the date of these resolutions, is entitled to attend and vote at a general meeting of the Company

We refer to a guarantee and indemnity (**Guarantee**) to be entered into by the Company and Anglo Irish Bank Corporation plc (**Lender**), pursuant to which the Company will guarantee up to a maximum liability of £75,000,000, the liabilities and obligations of the Company's ultimate subsidiary, Blental Limited (**Borrower**) and further will indemnify the Lender against any losses incurred by the Lender as a result of any of the Finance Documents (as defined in the Guarantee) being void or voidable

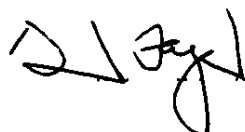
We hereby resolve in writing as follows

SPECIAL RESOLUTIONS

- 1 That the execution and delivery by the Company of the Guarantee and the performance by the Company of its obligations under the Guarantee be and is hereby approved as being for the benefit of and in the best interests of the Company and the shareholders
- 2 That the Board of Directors of the Company be and is hereby authorised and directed to execute, deliver and perform the Guarantee and to perform the transactions contemplated it

Member

Date

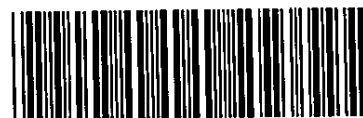


25 / 09 / 2007

for and on behalf of

Ballymore Holdings and Investments Limited

FRIDAY



LZ66WTCX
L11 28/09/2007 344
COMPANIES HOUSE