

Company No. 5039067

**THE COMPANIES ACTS 1985 TO 1989**

**COMPANY LIMITED BY SHARES**

**RESOLUTIONS**

**- of -**

**Derbyshire Schools Phase Two Limited**

Dated 8 March 2004

We the undersigned being the sole member of the above-named Company for the time being entitled to attend and vote and general meetings of the Company **RESOLVE** that the following resolutions be passed by way of written resolution:

**ELECTIVE RESOLUTION**

1. That in accordance with section 379A of the Companies Act 1985 the Company elects pursuant to section 252 of that Act to dispense with the laying of accounts and reports before the Company in general meeting in respect of the current and subsequent financial years.
2. That in accordance with section 379A of the Companies Act 1985 the Company elects pursuant to section 366A of that Act to dispense with the holding of annual general meetings in respect of the current year and subsequent years.
3. That in accordance with section 379A of the Companies Act 1985 the Company elects pursuant to section 386 of that Act to dispense with the obligation to appoint auditors annually.

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For and on behalf of  
DWS Nominees Limited

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