

Company No: 05981959

**The Companies Act 1985**

**COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

of

**BETTERSTYLE LIMITED**

TUESDAY



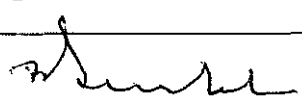
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COMPANIES HOUSE

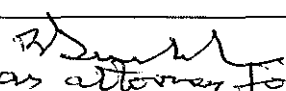
**(PURSUANT TO SECTIONS 155(5) AND 381A AND SCHEDULE 15A OF THE  
COMPANIES ACT 1985)**

We the undersigned, being or representing all the members of the Company entitled to vote at general meeting, **HEREBY RESOLVE** to pass the following resolutions as special resolutions:-

1. **THAT** in connection with the acquisition ("**the Acquisition**") by Briscoe One Limited ("**the Purchaser**") of the entire issued share capital of the Company from David George Buckley, Brenda Elizabeth Buckley, Timothy Michael Buckley and Deborah Clare Clark (the "**Sellers**"), the giving of financial assistance (as defined in section 152 of the Companies Act 1985 ("**the Act**") by the Company to the Purchaser in connection with the Acquisition and as described in the declarations sworn by the directors of the Company, copies of which are attached hereto, be approved as follows:-
  - 1.1. by the Company executing the following security documents in favour of the Finance Wales Investments (2) Ltd ("**FW**"):-
    - 1.1.1. a guarantee and indemnity agreement, the terms of which provide that the Company shall guarantee repayment of all and any monies owing by the Purchaser to FW ("**the Betterstyle Guarantee Agreement**"); and
    - 1.1.2. a debenture under which the Company would charge (by way of first legal, fixed and floating charge) the whole of its physical and intellectual property, assets and undertaking to secure the liabilities of the Company to FW ("**the Company Debenture**");
  - 1.2. by the Company's wholly owned subsidiary, Protectahome Limited ("**Protectahome**"), executing the following loan and security documents:-

- 1.2.1. a guarantee and indemnity agreement, the terms of which provide that Protectahome shall guarantee repayment of all and any monies owing by the Purchaser to FW (**"the Protectahome Guarantee Agreement"**);
- 1.2.2. a debenture under which Protectahome would charge (by way of first legal, fixed and floating charge) the whole of its physical and intellectual property, assets and undertaking to secure the liabilities of Protectahome to FW (**"the Protectahome Debenture"**);
- 1.2.3. an intra-group loan agreement with the Purchaser (as the borrower) pursuant to which Protectahome (as the lender) would make advances to the Purchaser from time to time to assist, inter alia, the Purchaser in complying with its obligations under its term loan agreement with FW (in the sum of £475,000) which is being made for the purpose of the Acquisition and in paying its legal, accounting and taxation costs in connection with the Acquisition (**"the Intra-Group Loan Agreement"**);
- 1.2.4. a loan agreement with Luckylease Limited (**"Luckylease"**) (as lender) pursuant to which it was agreed that a dividend payment in the sum of £110,000 which had been declared by Protectahome in respect of the period ended 31 December 2006 for the benefit of its sole shareholder at that date, Protectahome Property Limited, would be converted into a loan and the benefit of that loan assigned to Luckylease (**"the Luckylease Loan Agreement"**);
- 1.2.5. a deed of priorities with Luckylease and FW, the terms of which provide for the ranking of security interests of FW and Luckylease (the **"Deed of Priorities"**);
- 1.2.6. a debenture over all of its assets in favour of Luckylease (**"the Second Debenture"**), such Second Debenture to rank behind the Protectahome Debenture as set out in the Deed of Priorities.
2. **THAT** the giving of the financial assistance by the execution, delivery and performance by the Company and Protectahome of the documents listed in paragraphs 1.1 and 1.2 above is approved.

Name	Signature	Date
David George Buckley		2 Jan 07

Brenda Elizabeth Buckley	Brenda E. Buckley	2nd January 07.
Timothy Michael Buckley	 as attorney for.	2 Jan 07
Deborah Clare Clark	Brenda E. Buckley as attorney for.	2nd January 2007