

Company Number: 6131176

THE COMPANIES ACT 1985 (as amended)

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

ACP/BREL U.K. ACQUISITION LIMITED

THURSDAY



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COMPANIES HOUSE

We, the undersigned, being the sole member of ACP/BREL U K Acquisition Limited (the "**Company**") who at the date of these resolutions have the right to attend and vote at an Extraordinary General Meeting of the Company, resolve, in accordance with regulation 53 of Companies (Tables A to F) Regulations 1985 (as amended) as incorporated in and modified by the Company's Articles of Association agree that the following resolutions shall for, all purposes be as valid and effective as if they had been passed as Special Resolutions at an Extraordinary General Meeting of the Company duly convened and held

- 1 **THAT** the articles of association of the Company be amended by inserting a new Article 8A stating

"LIEN

Any lien on any shares (whether part or fully paid) which the Company has shall not apply in respect of any shares that have been charged by way of security to a bank or financial institution, a subsidiary or subsidiary undertaking of that bank or financial institution, or the nominee of any such chargee (a "**Secured Party**") and Regulation 8 of Table A shall be modified accordingly."

- 2 **THAT** the articles of association of the Company be amended by deleting the existing Article 7 and substituting the following as Article 7

"The Directors may, in their absolute discretion and without assigning any reason therefore, decline to register any transfer of any share, whether or not it is a fully paid share, save that the Directors shall not decline to register any transfer of shares, nor may they suspend registration thereof, where such a transfer is made in respect of any shares that have been charged by way of security to any Secured Party (as defined in Article 8A above) and the Directors shall immediately register any such transfer of shares upon receipt and furthermore, notwithstanding anything to the contrary in these articles, no shares in the Company to be transferred or proposed to be transferred to a Secured Party shall be required to be offered to the shareholders for the time being of the Company and no such shareholder shall have any right under the Articles or otherwise to require such shares to be transferred to them for valuable consideration or otherwise Regulation 24 of Table A shall be modified accordingly "

- 3 THAT, pursuant to a first lien credit agreement dated 12 April 2007 made between, *inter alia*, UBS Loan Finance LLC and UBS Securities LLC (the "**Original Lenders**") and the Company (the Original Lenders and any other bank or financial institution from time to time participating in the Facilities together being referred to as the "**Finance Parties**"), (the "**First Lien Credit Agreement**"), the execution and delivery of the First Lien Credit Agreement and the performance by the Company of its obligations under the First Lien Credit Agreement be and hereby are approved and ratified, and the execution and delivery of each of the Loan Documents (as defined in the First Lien Credit Agreement) and the performance by the Company of its obligations under the Loan Documents (as defined in the First Lien Credit Agreement) to which the Company is a party be approved

Copies of each of the Loan Documents (as defined in the First Lien Credit Agreement) were available for inspection

A handwritten signature in black ink, consisting of a large, stylized 'Q' followed by a horizontal line and a small flourish.

Dated 12 April 2007

For and on behalf of

ACP/BREL Intermediate, Inc