

Company No 06343315

FRIDAY



**THE COMPANIES ACT 1985 (as amended), 1989 and 2006**

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

of

**ANFIELD ARENA LIMITED**

**(the "Company")**

The undersigned, being a person who at the circulation date of these resolutions has the right to attend and vote at a General Meeting of the Company, and the sole member of the Company, hereby resolves in accordance with Chapter 2 of Part 13 of the Companies Act 2006 (as amended) as follows and agrees that the following resolutions shall for all purposes be as valid and effective as if they had been passed as Special Resolutions at a General Meeting of the Company duly convened and held

**1** **THAT** the current articles of association of the Company (the "**Articles of Association**") be amended by inserting the following clauses in the Articles of Association (which shall be renumbered accordingly)

**6A** 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 secured party, a subsidiary or subsidiary undertaking of that secured party, or the nominee of any such a secured party

**TRANSFER OF SHARES**

**11** Notwithstanding anything contained in these Articles the directors shall not decline to register, nor suspend registration of, any transfer of shares where such transfer is

**11 1** in favour of a secured party to whom such shares are being transferred by way of security or any nominee of a secured party, or

**11 2** duly executed by a secured party or its nominee to whom such shares (including any further shares in the Company acquired by reason of its holding of such shares) are to be transferred pursuant to a power of sale under any security document which creates any security interest over such shares, or

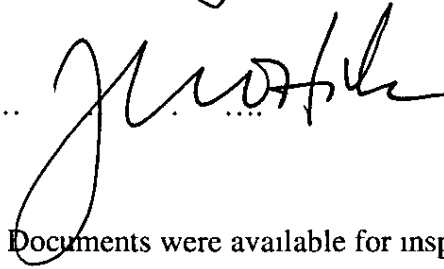
11 3 duly executed by a receiver appointed by a secured party or its nominee pursuant to any security document which creates any security interest over such shares,

and a certificate by any official of such secured party or its nominee or any such received that the shares are or are to be subject to such a security and that the transfer is executed in accordance with the provisions of this Article and shall be conclusive evidence of such facts

- 2 **THAT** the terms of, and transactions contemplated by, the Finance Documents (as defined in a credit agreement between, *inter alios*, The Liverpool Football Club and Athletic Grounds Limited, Kop Football (Holdings) Limited, Kop Football Limited, Wachovia Bank, N.A London Branch and The Royal Bank of Scotland plc, as arrangers, and The Royal Bank of Scotland plc, as issuing bank, facility agent and security agent (the "**Credit Agreement**")) to which the Company will become a party pursuant to acceding to the Credit Agreement as an Additional Guarantor, to the Security Agreement (as defined in the Credit Agreement) as an Additional Chargor and to the Intercreditor Agreement (as defined in the Credit Agreement) as a Debtor and as an Intra-Group Creditor, be and are hereby approved.

for and on behalf of The Liverpool Football Club and Athletic  
Grounds Limited

DATED 22 February 2008

A handwritten signature in black ink, appearing to be 'J. Smith', written over a dotted line.

The Finance Documents were available for inspection.