

Company number: 6815364

THE COMPANIES ACTS 1985 TO 2006
PRIVATE COMPANY LIMITED BY SHARES
MEMBERS' WRITTEN RESOLUTION
of
CLEEVE COURT HOLDINGS LIMITED
(the "Company")

Date: 10 September 2009

The directors of the Company propose that the Company shall enter into the following documents in the form attached to this resolution:

1. an amendment and restatement agreement amending and restating a senior multicurrency term and revolving facilities agreement dated 27 February 2004 made between Riverdance Acquisition Limited and the Company as original borrowers (1), the companies listed in Part 1 of Schedule 1 therein as guarantors (2), Lloyds TSB Bank Plc as mandated lead arranger (3), the financial institutions listed in Part II of Schedule 1 therein as lenders (4), Lloyds TSB Bank Plc: Capital Markets as agent (5) and Lloyds TSB Bank Plc: Capital Markets as security trustee for the secured parties (6) and Lloyds TSB Bank Plc as issuing bank (7) (as amended and restated from time to time);
2. an intercreditor agreement to be entered into between, amongst others, (1) Lloyds TSB Bank Plc, (2) the Company, (3) Robert Dyas Holdings Limited, (4) Robert Dyas Property Limited and (5) Allied Irish Banks Plc;
3. a debenture to be entered into between (1) Lloyds TSB Bank Plc and (2) the Company; and
4. fees letters to be entered into between (1) the Company, (2) Robert Dyas Holdings Limited and (3) Robert Dyas Property Limited.


The undersigned, being all members of the Company as at the date hereof hereby irrevocably agree to the above resolution.

Signed by

(print name of signatory)

for and on behalf of **Cleeve Court Trust**
Company Limited

Signature.....


IAN GRAY

