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RIVER NEWSPAPERS DERRY LIMITED
(COMPANY NUMBER NI066281)
("THE COMPANY")

MINUTES of an Extraordinary General Meeting of the Company held at
on 1st Feb 2008
at 63 The Steadman's
Feby St, Derry 3.20pm.

PRESENT: PATRICK O'DWYER
TIM COLLINS

1. CHAIRMAN

The sole member took the Chair.

2. QUORUM

It was noted the Meeting was quorate and the notice convening the Meeting ("the Notice") was taken as read.

3.1 IT WAS RESOLVED by the sole member that the Resolution numbered 1 set out in the Notice be and it is hereby duly approved.

3.2 IT WAS RESOLVED by the sole member that the Resolution numbered 2 set out in the Notice be and it is hereby approved.

3.3 IT WAS RESOLVED by the sole member that the Resolution numbered 3 set out in the Notice be and it is hereby approved.

4. There being no further business, the Meeting closed.

Patrick O'Dwyer
CHAIRMAN

DEPARTMENT OF ENTERPRISE
TRADE & INVESTMENT
COMPANIES REGISTRY

18 MAR 2008

COUNTER RECEIVED

WE HEREBY CERTIFY THAT THIS
IS A TRUE COPY OF THE ORIGINAL
DATED: 14th MARCH 2008
SIGNED: Cou Jefferson
C & H JEFFERSON

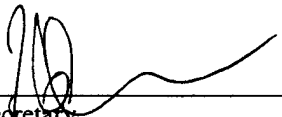
**SPECIAL RESOLUTIONS
OF
RIVER NEWSPAPERS DERRY LIMITED
(COMPANY NUMBER NI066281)
("THE COMPANY")**

SPECIAL RESOLUTIONS

1. THAT pursuant to the provisions of Article 15 of Companies (NI) Order 1986 ("the Order") the memorandum of association of the Company be altered by adding the following new sub-clause 3.8
 - 3.8 Either with or without the Company receiving any consideration (direct or indirect) from giving any such guarantee, to guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking property and assets present and future and uncalled capital of the Company or by both such methods, the performance of any contract or obligations whatsoever of any person, firm or company, and in particular (but without limiting the generality of the foregoing) of any subsidiary as defined by Article 4 of the Companies (NI) Order 1986 of the Company or of any company which is for the time being the Company's holding company as defined by the said Order, or of another subsidiary, as defined by the said Order, of the Company's holding company or whether otherwise associated with the Company in business in any manner whatsoever even if not a subsidiary of the Company as defined by Article 4 of the Companies (NI) Order 1986 or the Company's holding company as defined by the said Order, or another subsidiary, as defined by the said Order of the Company's holding company."
2. THAT notwithstanding any provisions of the memorandum or articles of association of the Company or any personal interest, the Directors of the Company be and are hereby empowered, authorised and directed to execute and deliver to and in favour of the AIB Group (UK) Plc ("the Bank") a Composite guarantee ("the Composite Guarantee") (in the form produced at the meeting) of any money, obligations and liabilities now or in the future due owing or incurred to the River Newspapers (NI) Limited

(company number NI059852)

3. Notwithstanding any provisions of the Memorandum or Articles of Association of the Company or any personal interest of the Directors the execution of the Composite Guarantee is in the best interests of and for the benefit of the Company and there is full and fair consideration to the Company for its obligations under the Composite Guarantee.

Signed 
Secretary

Dated this 1st day of Feb 2008.