

A HAXBY & SONS (FILEY) LIMITED (Company no 00463816)

(the "Company")

WRITTEN RESOLUTIONS

I, the undersigned, being the sole member of the Company agrees pursuant to S 381 A of the Companies Act 1985 ("the Act") that the following resolutions be passed as written resolutions of the Company having effect as special resolutions

1 THAT

(a) the Company's execution and delivery of each of the documents listed below is hereby approved

- (i) the Intercreditor Agreement,
- (ii) the Subordination Deed,
- (iii) the Senior Debenture,
- (iv) the Mezzanine Debenture,
- (v) the Senior Mortgage,
- (vi) the Mezzanine Mortgage,
- (vii) the Senior Guarantee,
- (viii) the Mezzanine Guarantee,
- (ix) the intra Group Loan Agreement

(the above Documents referred to as the "Documents" and each such Document as defined in the board resolution attached hereto)

- (b) the Company's entry into and performance of the Documents is in the best interests of and to the commercial benefit and advantage of the Company and the approval of the Company to enter into and perform such Documents is given subject to compliance with s155 - 158 of the Act even though the Company is giving financial assistance for the purposes of s151 and s152 of the Act
- (c) this resolution should have effect notwithstanding any provision of the Company's articles of association

2 THAT notwithstanding any personal interest, the board of directors of the Company be specifically authorised, empowered and directed in the name of and on behalf of the Company to execute and deliver each of the Documents (in the form produced to the meeting or with such amendments as they shall in their discretion approve)

Signed



Beverley Veneers Limited

Dated

1/6/07

MONDAY



LD2 11/08/2007 280
COMPANIES HOUSE