

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

AUTOSMART HOLDINGS LIMITED

FRIDAY



Pursuant to section 381A of the Companies Act 1985

I, the undersigned, being the sole member of the Company and being the holder of the issued ordinary shares in the Company hereby approve the passing of the following as Written Resolutions, under section 381A of the Companies Act 1985.

RESOLUTIONS

1. In connection with facilities to be granted by Lloyds TSB Bank plc (**"the Bank"**) to the Company and others the Bank require the Company to enter into:-
 - a. an Omnibus Guarantee and Set-Off Guarantee(**"the Guarantee"**) with the Bank which would provide for each of the Companies' party to the Guarantee to guarantee all monies and liabilities at any time due, owing or incurred from or by each of the other Companies to the Bank, and would permit the Bank at any time to combine or consolidate all or any of the Companies' bank accounts and transfer all or any sums standing to the credit of such bank accounts in or towards satisfaction of all or any of the Companies' liabilities to the Bank; and
 - b. a Debenture in favour of the Bank to secure a payment to the Bank of all monies and liabilities at any time due, owing or incurred by the Company to the Bank (**"the Debenture"**).
2. All Directors of the Company who are personally interested in the Guarantee and the Security by virtue of their directorship of and/or a shareholding interest in the other Companies to be a party to this Guarantee or otherwise.

IT WAS UNANIMOUSLY RESOLVED that notwithstanding the personal interests of the Directors of the Company reported above, the Directors of the Company be and are hereby authorised to cause the Company to enter into the Guarantee and the security and to execute the Guarantee and the security on behalf of the Company.


Sophie Atkinson

10th November 2006
Date