

Company no 03978961

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
of
BLAKEMORE LOGISTICS LIMITED
("Company")

SATURDAY



On 17 MARCH 2011 the following resolution was passed as a written resolution of the Company in accordance with section 288 of the Companies Act 2006 (the "Act") by all the members of the Company who, at that date, were entitled to attend, and vote, at general meetings of the Company

ORDINARY RESOLUTIONS

- 1 **THAT** the execution, delivery and performance by the Company of
- 1 1 a senior facilities agreement dated on or around the date of this resolution and made between (1) A F Blakemore and Son Limited as Parent, (2) the companies listed in part 1 of schedule 1 as Original Borrowers, (3) the companies listed in part 1 of schedule 1 as Original Guarantors, (4) Lloyds TSB Bank plc and Barclays Corporate as Mandated Lead Arrangers, (5) the financial institutions listed in part II and part III of schedule 1 as Original Lenders, (6) Lloyds TSB Bank plc as Agent, (7) Lloyds TSB Bank plc as Security Trustee (8) the persons listed in part III of schedule 1 as Original Hedge Counterparties, (9) Lloyds TSB Bank plc as Overdraft Lender and (10) Barclays Bank PLC as Overdraft Indemnity Provider together with their successors, permitted assigns and transferees,
- 1 2 a debenture granted in favour of the Security Trustee by the Company (amongst others) over all of the Company's property, assets and undertaking, present and future, and
- 1 3 an intercreditor agreement to be made between (1) the Company (among others) as Original Debtor, (2) the Senior agent, (3) the Senior Lenders, (4) the Senior Arrangers, (5) the Overdraft Lender, (6) the Overdraft Indemnity Provider, (7) the Hedge Counterparties, (8) the Security Agent, and (9) the Vendor Security Trustee and the Vendors (each as defined therein) containing terms and conditions regulating certain rights between the parties thereto, including the priority of security, the payment of moneys owed and the rights of recourse of the Secured Parties and the Subordinated Creditors to the assets of the Company and the Group

is for the benefit of and in the interests of the Company and is approved

Signed


Director/Secretary