

Company No 06457867

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION
OF
G. C. PAPER LIMITED

Pursuant to a resolution in writing passed on the 31 day of *October* 2008 the following resolution was duly passed as a special resolution

THAT:

- 1 a deed of guarantee and indemnity from the Company, G C Holdings Limited, Beswick Paper Limited, Premier Paper Group Limited ("PPGL"), Monarch Paper Limited, F J Beswick (Northampton) Limited and F J Beswick (Cotswolds) Limited (1) in favour of Lloyds TSB Commercial Finance Limited ("the Bank") (2) ("Guarantee"),
- 2 an unlimited multilateral guarantee to be granted by the Company and PPGL in favour of HSBC Bank Plc ("HSBC") ("HSBC Guarantee"),
- 3 an all assets debenture between the Company (1) and HSBC (2) ("HSBC Debenture"), and
- 4 a deed of priority between the Bank (1), HSBC (2), Courtney Candler and others (3), PPGL (4), the Company (5) and Beswick Paper Limited (6) ("Deed of Priority")

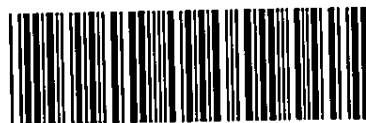
be and the same are hereby approved and that the directors of the Company be and are hereby authorised to take all steps necessary or, in the opinion of the directors, desirable, to give effect to the Guarantee, HSBC Guarantee, HSBC Debenture and Deed of Priority

DATED 31 *Oct* 2008

G. P. G. (Signature)

Director

WEDNESDAY



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COMPANIES HOUSE