

85899.

WRITTEN SHAREHOLDER RESOLUTION

OF

J. & F. Pool Limited
(the "Company")

We, the undersigned, being all the members of the Company for the time being entitled to attend and vote at general meetings of the Company, hereby unanimously pass the following resolutions as a written resolution having effect as ordinary resolution in accordance with section 381A Companies Act 1985 (the "Act") and the articles of association and agree that the said resolutions shall for all purposes be as valid and effective as if the same had passed at a general meeting of the Company duly convened and held:

ORDINARY RESOLUTION

Subsidiary's Security Documents

THAT the Company be authorised to enter into a Guarantor Accession Agreement and a Security Agreement, both in favour of Barclays Bank PLC (as agent and security trustee for the Finance Parties (as defined in the £74,895,000 term and revolving credit facility arranged by Barclays Capital for Hill & Smith Holdings PLC and dated 13th September 2000 as amended and restated on 27 July 2001)).

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for and on behalf of
Ash & Lacy Manufacturing Limited

Date 31 July 2001



WE HEREBY CERTIFY THAT THIS IS A TRUE
AND CORRECT COPY OF THE ORIGINAL
DATED THIS 13 DAY OF August 2001

Wragge & Co.
WRAGGE & CO.
SOLICITORS
BIRMINGHAM B3 2AS