

No. 274611

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

Shopacbeck Financial Services Limited (the "Company")

(passed on 4th September, 1992)

We the undersigned, being all the members of the Company named above (the "Company") HEREBY RESOLVE that:

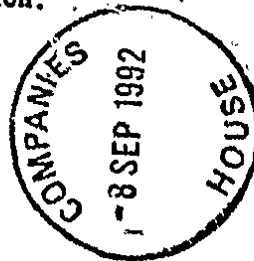
- (1) that the Articles of Association in the form initialled by a director of the Company for the purpose of identification hereto be and are hereby adopted as the new Articles of Association of the Company in replacement of and in substitution for the existing Articles of Association of the Company;
- (2) the Company do guarantee to the Agent and the Banks (as defined in the Ninth Supplemental Agreement referred to below) the performance and discharge of all the obligations and liabilities of CATTLE'S (HOLDINGS) p.l.c. under or in connection with a Ninth Supplemental Agreement substantially in the form of the draft thereof annexed hereto supplemental to a Supplemental Loan Agreement dated 12th December, 1985, as amended by eight other Supplemental Agreements and relating to an overdraft, short term advances and bills facility of up to £91,000,000 and as may be further amended, from time to time, as contemplated in the Eighth Supplemental Guarantee substantially in the form of the draft annexed hereto (including any increase in the amount of the facility up to £120,000,000); and
- (3) any director be authorised and directed on behalf of the Company to sign the Eighth Supplemental Guarantee substantially in the form of the draft annexed hereto with any modifications that he may approve and any other documents relating to the Eighth Supplemental Guarantee including any resolution similar to this of any other member of the same group as the Company of which that Company is a shareholder;

and that this Resolution is to take effect in relation to the Company as if passed by it as a Special Resolution.

Signed by

..... *Mandy*

Duly authorised on
behalf of CATTLE'S
PROVIDENT TRUST LIMITED



Signed by

..... *Mandy*

Duly authorised on
behalf of Compass
Credit Limited

Dated day of September, 1992