

note do not write in this
margin

please complete legibly,
preferably in black type,
bold block lettering.

delete if inappropriate

delete as appropriate

18-09-9

THE COMPANIES ACTS 1948 TO 1985

[Extraordinary] [Special] Resolution[s]

Pursuant to section 378 of the Companies Act 1985

To the Registrar of Companies

Company number

278 9914

Name of company

BRADFORDS BUILDING SUPPLIES

* Limited

Passed 2nd August 1991

~~At an [annual] [extraordinary] [†] general meeting of the above named company duly
convened and held at~~

~~on the _____ day of _____ 19____ the
under mentioned resolution[s] [†] [was] [were] [†] passed as [an extraordinary] [a special] [†]
resolution[s] [†];~~

SHAREHOLDERS' RESOLUTION IN WRITING.

We, the undersigned, being all of the Shareholders of BRADFORDS BUILDING
SUPPLIES LIMITED (the "Company") HEREBY RESOLVE as follows :-

That the Resolution passed by the Directors of the Company at a duly convened meeting
of the Board of Directors held on the first day of August 1991 (a copy of which
Resolution is attached hereto) be and hereby is authorised and approved by the members
of the Company.

to be filed within
days after the passing
of the resolution(s).

Signed

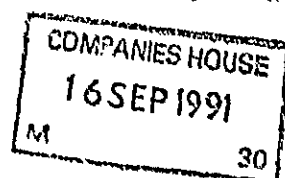


[Chairman] [Director] [Secretary] [†]

Date

13/9/1991

Presentor's name, address
and reference (if any):



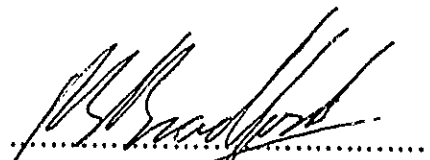
18-09-91

BRADFORDS BUILDING SUPPLIES LIMITED

A copy of a Resolution passed by the Board of Directors on the first day of August 1991

IT WAS UNANIMOUSLY RESOLVED as follows that :-

- (i) It was in the Company's best interest and for its corporate benefit to guarantee to J. HENRY SCHRODER WAGG & CO. LIMITED whose registered office is at 120 Cheapside, London, EC2V 6DS its successors assigns or persons deriving title through it (the "Bank") the performance and discharge of all the obligations and liabilities of Bradford & Sons Limited (the "Borrower") under or in connection with a secured loan facility detailed in a facility letter dated 6th June 1991 between the Bank and the Borrower (a copy of which was produced to the Meeting) and that the Company do execute a guarantee substantially in the form of the draft guarantee produced to the meeting.
- (ii) Each of the Directors and the Company Secretary severally be and they hereby are authorised and directed on behalf of the Company to execute under the Common Seal of the Company and deliver the guarantee substantially in the form of the draft produced to the Meeting with any modifications that they may approve and any other documents relating to the guarantee that they may deem appropriate.


.....
Chairman

13th September 1991.

