NUMBER OF COMPANY 697641

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

<u>OF</u>

T U FUND MANAGERS LIMITED

Passed on 13th October 1995

At the ANNUAL GENERAL MEETING of the above named Company, duly convened and held at 10 Fleet Place, London, EC4M 7RH on Friday, 13th October 1995 at 10.30am, the following ordinary resolution was passed:-

RESOLUTION

" To appoint Messrs KPMG as Auditors to the Company in place of Messrs Coopers & Lybrand who have indicated that they do not intend to seek reappointment and to authorise the Directors to fix the Auditors' remuneration."

For and on behalf of Hill Samuel Investment

Services Group Ltd - Secretaries

SECRETARY

A33 *AI2DMGLU* 290 COMPANIES HOUSE 18/11/95