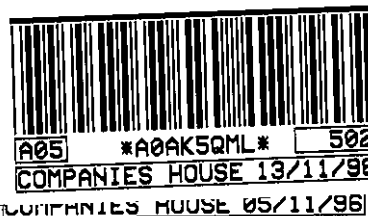


COMPANY NO: 1220459



14/10/96

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTIONS

of

EXCO OVERSEAS LIMITED

Dated: 14th October 1996

In accordance with Article 381A of the Companies Act 1985, we, being all the members of the Company who would at the date of these resolutions have been entitled to vote upon them as if they had been proposed at a general meeting at which we were present, pass the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

1. **THAT** the authorised share capital of the Company be increased from £32,100 to £100,000 by the creation of an additional 67,900 ordinary shares of £1 each ranking pari passu in all respects with the existing issued ordinary share capital of the Company.

2. **THAT** the directors be generally and unconditionally authorised, pursuant to section 80 of the Companies Act 1985 (the "Act") to exercise all powers of the Company to allot relevant securities (within the meaning of that section) up to an aggregate nominal amount of £68,232 for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) on 14th October 2001. The Company may make an offer or agreement which would or might require relevant securities to be allotted after expiry of this authority and the directors may allot relevant securities in pursuance of that offer or agreement.

GLS Ltd DIRECTOR

.....
(for and on behalf of
EXCO INTERNATIONAL PLC

E. V. Park DIRECTOR

.....
(for and on behalf of
EXCO NOMINEES LIMITED)

14th October 1996