

27 - 12 - 96

BBA GROUP LEASING LIMITED

(Registered in England - No. 1893724)

WRITTEN RESOLUTIONS

(Passed

1996)

Pursuant to Section 381A Companies Act 1985 the following Resolutions are hereby passed as Elective Resolutions.

Elective Resolutions

1. THAT the Company hereby elects pursuant to Section 252(1) of the Companies Act 1985 to dispense with the laying before the Company in general meeting of accounts and reports for the current financial year of the Company and all subsequent financial years.
2. THAT the Company hereby elects pursuant to Section 366A(1) of the Companies Act 1985 to dispense with the holding of an annual general meeting for the current year and all subsequent years.
3. THAT the Company hereby elects pursuant to Section 386(1) of the Companies Act 1985 to dispense with the obligation to appoint auditors annually.

Signed by, or by their authorised representatives on behalf of, all the members of the Company who at the date of the Resolutions (being the date when the Resolutions are signed by or on behalf of the last member to sign) would be entitled to attend and vote at a general meeting of the Company had the Resolutions been put to such a meeting:

Signature:



Name:

P. SMITH

Duly authorised for and on behalf of
BBA Group PLC

Date: 16th December 1996

Signature:



Name:

D.W. WHITAKER

Duly authorised for and on behalf of
BBA Nominees Limited

Date: 16th December 1996

