

No. 2057655

2

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

- of -

CONSORTIUM DEVELOPMENTS (OXFORDSHIRE) LIMITED

Passed on the 10TH day of OCTOBER 1988

We, the undersigned, being all the members of the above-named Company for the time being entitled to attend and vote at General Meetings of the Company HEREBY RESOLVE as a Special Resolution pursuant to Article 12 of the Company's Articles of Association:

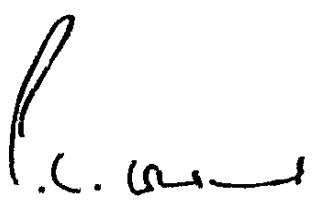
SPECIAL RESOLUTION

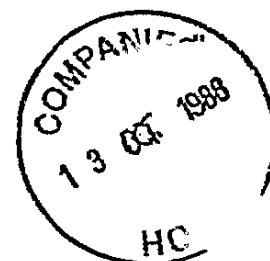
"THAT notwithstanding the pre-emption provisions of Articles 7 to 11 inclusive of the Company's Articles of Association, the said Articles 7 to 11 shall not apply to the following proposed transfer of shares in the Company which transfer be and is hereby approved as if the procedures and requirements of the said Articles 7 to 11 had been complied with and satisfied in full and in respect of which all pre-emption rights conferred by the said Articles 7 to 11 are hereby waived in full:

<u>Transferor</u>	<u>Transferee</u>	<u>No of Shares</u>
Barratt Developments plc and others "A" Account	McCarthy & Stone Developments Limited	120

Dated: 10TH OCTOBER 1988

.....
Signed for and on behalf
of Barratt Developments
plc


.....
Signed for and on behalf
of Bovis Homes Limited



(HAC:6637c)

.....
Signed for and on behalf
of Wilcon Homes Limited

.....
Signed for and on behalf
of Wimpey Homes Holdings
Limited

.....
Signed for and on behalf
of Ideal Homes Holdings
plc

.....
Signed for and on behalf
of John McLean & Sons
Limited

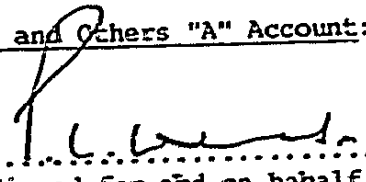
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Signed for and on behalf
of Beazer Homes & Property Limited

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Signed for and on behalf
of Y J Lovell (Holdings)
plc

.....
Signed for and on behalf
of Laing Homes Limited

For and on behalf of Barratt and Others "A" Account:

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Signed for and on behalf
of Barratt Developments
plc

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Signed for and on behalf
of Bovis Homes Limited

.....
Signed for and on behalf
of Wilcon Homes Limited

.....
Signed for and on behalf
of Wimpey Homes Holdings
Limited

.....
Signed for and on behalf
of Ideal Homes Holdings
plc

.....
Signed for and on behalf
of John McLean & Sons
Limited

.....
Signed for and on behalf
of Beazer Homes & Property Limited

.....
Signed for and on behalf
of Broseley Estates
Limited

(HAC:6637c)