

THE COMPANIES ACTS 1985-1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

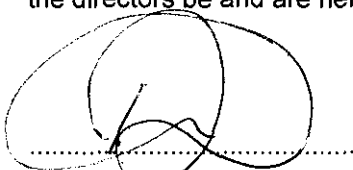
LINE MANAGEMENT GROUP LIMITED

('the Company')

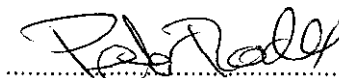
(Passed on 5th March 2001)

SPECIAL RESOLUTION

We, the undersigned, being the holders of the entire issued share capital of the Company entitling the holders to attend and vote at general meetings of the Company hereby resolve that the terms of the agreements between David Bass (1) and the Company (2) summaries of which are annexed to this written resolution be and are hereby approved in accordance with s164 Companies Act 1985 and that the directors be and are hereby authorised to give effect to this resolution."



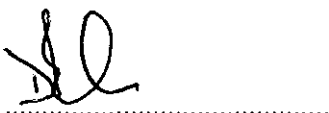
D George



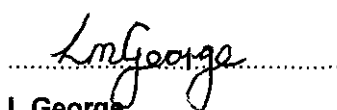
P. Rodel



N Rowe



D.K. Burch

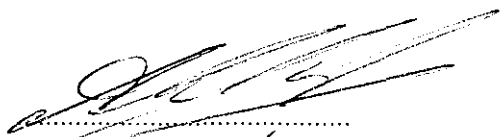


L George



C.H. Carpenter





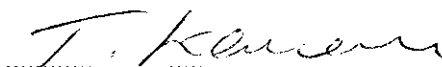
A R Clarke



R. Cardwell



K.E. Moore



T.C. Kennedy



M. Millson

~~A. Greenwood~~



D. Bass



J Clarke

Terms of Sale:

Vendor David Paton Bass

Purchaser the Company

No of shares 1,532

Price £2.00 per share