

COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

WARD HOMES (NORTH THAMES) LIMITED

(Registered Number 2276750)

WRITTEN RESOLUTION

We the undersigned, being all the members/the sole member of the Company entitled to attend and vote at a general meeting of the Company, HEREBY RESOLVE in accordance with Section 381A of the Companies Act 1985 (as amended) that the following resolution be and are hereby passed as Written Resolutions of all the members/the sole member of the Company:-

THAT:

1. The memorandum of association of the Company be altered with respect to the statement of the Company's objects by the insertion of the following section as Sub-Clause X of Clause 3 of the Company's memorandum of association:

"Subject to and in accordance with due compliance with the provisions of Sections 155 to 158 (inclusive) of the Companies Act 1985 as amended (the "Act") (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of the Act) for any such purpose as is specified in Section 151(1) and/or Section 151(2) of the Act."

2. The articles of association of the Company be altered by the deletion of Clause 3 and the insertion of the following as Clause 3:

"LIEN

The Company and the directors shall not be entitled to exercise any lien which the Company may have in respect of its shares (whether fully paid or partly paid)."

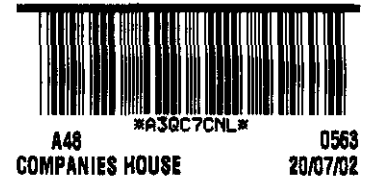
3. The articles of association of the Company be altered by the insertion of the following section as Clause 13:

"Transfer and Lien

13.

(A) Notwithstanding anything contained in these Articles, the Company and the directors shall not decline to register any transfer of shares, nor may they suspend such registration, where such transfer:

(a) is to any Secured Party; or



- (b) is delivered to the Company for registration by a Secured Party in order to perfect its security over the shares; or
  - (c) is executed by a Secured Party pursuant to the power of sale or otherwise under such security.
- (B) And furthermore notwithstanding anything to the contrary contained in these Articles no transferor of any shares in the Company or proposed transferor of such shares to a Secured Party and no Secured Party shall be required to offer the shares which are or are to be the subject of any such aforementioned transfer to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under the Articles or otherwise howsoever to require such shares to be transferred to them whether for consideration or not. Furthermore, notwithstanding anything contained in these Articles, the Company and the directors shall not be entitled to exercise any lien which the Company has in respect of its shares (whether fully or partly paid).
- (C) For the purposes of this Article, "Secured Party" means any bank or financial institution (including, without limitation, The Royal Bank of Scotland plc to which a security interest has been granted over the shares in the Company, or any nominee, receiver or other entity acting on its behalf.
- (D) Subject to such of the restrictions of these Articles as may be applicable, any member may transfer all or any of his shares in writing in any usual or common form or in any other form which the Directors may approve. The instrument of transfer shall be executed by or on behalf of the transferor and (except in the case of fully paid shares) by or on behalf of the transferee and the transferor shall remain the holder of the share and as such a member of the Company until the name of the transferee is entered in the Register of Members in respect thereof."

Signed:

  
 .....  
 For and on behalf of  
**CASTLE VILLAGE LIMITED**

Date:

12<sup>th</sup> July 2002