

Company Number: 2605236

**The Companies Act 1985**  
**and**  
**The Companies Act 1989**  
**Company Limited by Shares**  
**Written Resolution**  
**of**  
**bip (Northern) Limited**  
**(Company)**

We, the undersigned, being all the members of the Company entitled to receive notice of and attend and vote at general meetings of the Company in accordance with section 381A of the Companies Act 1985 do hereby declare the following resolution to have been passed as a written resolution to take effect as a special resolution, as if it had been passed at a general meeting of the Company duly convened and held:

**Special Resolution**

The terms of the draft agreement, whereby the Company may become entitled and obliged to purchase for immediate cancellation 2,432 of its own ordinary shares of £1 each, for an aggregate consideration of £920,000 and of which a copy is attached to this resolution and signed for the purposes of identification by a director of the Company, be and are hereby approved and the directors of the Company be and are hereby authorised to enter into the agreement on behalf of the Company and to fulfil all obligations of the Company under the agreement.

Date	Member
3 November 2006	Bernard Kane
3 November 2006	Leo Kane
3 November 2006	Peter Kane

**Signature**  
*B. Kane*  
*L. Kane*  
*P. Kane*

A copy of this resolution was forwarded to the auditors of the Company on or before the date of this resolution.

