

Company No: 2611015

THE COMPANIES ACT 1985-1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

- of -



TAYLOR'S SPECIALITY FOODS LIMITED

PASSED 11th day of February 2002

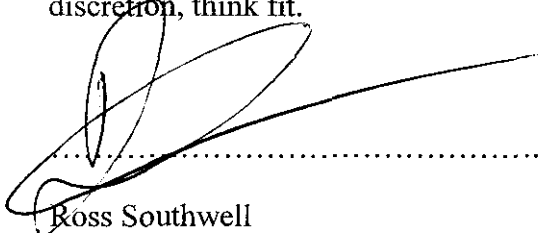
We, the undersigned, being the members of the Company who (at the date of this Resolution) would be entitled to receive notice of and to attend and vote at general meetings of the Company convened for the purpose of considering and passing the following resolution of the Company hereby resolve (pursuant to section 381A of the Companies Act 1985 and with the intent that the following resolution shall be valid and effective as if the same had been passed at a duly convened and held general meeting of the Company) as follows:

SPECIAL RESOLUTIONS

- (1) THAT the giving of financial assistance (within the meaning of Section 152 of the Companies Act 1985 (the "Act")) by the Company to, inter alia, Walter Black (Manufacturing) Limited and The Governor and Company of Bank of Scotland in connection with the acquisition by Walter Black (Manufacturing) Limited of all of the issued share capital of the Company taking the form and having the principal terms described in the statutory declaration in Form 155(6)a of today's date (a copy of which has been supplied to each member of the Company together with the relevant auditors report required to be annexed to it by section 156(4) of the Act) in the form required by section 155(6) of the Act (the "**Statutory Declaration**") and complying

with section 156 of the Act be and it is approved for the purpose of section 155(4) of the Act.

- (2) THAT notwithstanding any provisions in the Company's Memorandum and Articles of Association or any personal interest of any of the Company's directors, the Company's directors and/or Secretary be and they are hereby empowered, authorised and directed to execute and deliver such of the documents referred to in the Statutory Declaration in such manner and subject to such charges as they, in their absolute discretion, think fit.


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Ross Southwell

Dated... 11/02/02