

Company No. 2798284

THE COMPANIES ACT 1985

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COMPANY LIMITED BY SHARES

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SPECIAL RESOLUTION

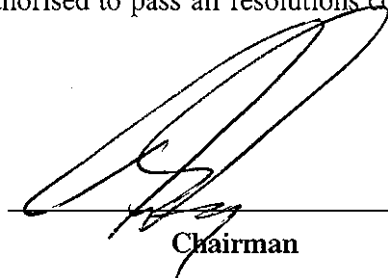
of

CANARY WHARF HOLDINGS LIMITED

At an extraordinary general meeting of the Company held at Level 30, One Canada Square, London E14 5AB on **19** December 1996 the following special resolution was passed:

SPECIAL RESOLUTION

THAT, subject to compliance with sections 155 to 158 of the Companies Act 1985, the giving by the Company and the subsidiary of the Company as set out in the statutory declaration referred to below of financial assistance for the purpose of reducing or discharging liability incurred in relation to the acquisition of the entire issued share capital of the Company in December 1995 as set out in the statutory declaration annexed to this notice be and hereby is approved, and that the execution by the Company and that subsidiary of the documents to be executed by them as set out in the Memorandum annexed to this notice be and is hereby approved and that all matters set out in the draft minutes of the board of directors of the Company annexed to this notice be and are hereby approved and that the directors be and are hereby authorised to pass all resolutions contained in those draft minutes.

  
Chairman

