

Change to Memorandum and Articles of Association

Enterprise Link has been in discussion with NatWest about a new financial product. This will be a soft loan that works to bridge businesses into the DTI's Small Firm Loan Guarantee Scheme (which in general does not to operate below £5k).

The new scheme will be for existing but young businesses seeking to grow and will complement the Flying Start product offered (with Midland Bank) to start-ups. It is likely that the scheme would be targeted at priority sectors.

Enterprise Link will provide a guarantee fund (£30k in the first instance) against which NatWest will lend the same amount. NatWest will administer the scheme and the agreement will be between the client and the bank. Enterprise Link will manage the panel arrangements.

In order that BEDP Ltd. can operate the scheme, the board needs to pass, for NatWest's legal purposes, an ordinary resolution (see Appendix A), and a special resolution to alter the Mem. and Arts. to allow the company to offer indemnities as well as guarantees.

Having consulted with Edge and Ellison, it is resolved that clause (h) of the BEDP Ltd. Mem. and Arts. be amended to read (new text in bold):

To lend and advance money or give credit to any person, firms or companies upon such terms and with or without security and subject to such conditions as may seem desirable and in particular to customers and others having dealings with the Company and to give guarantees, indemnities or become security for any such persons, firms or companies.

Date.....30.1.97.....19



Chairman

WE HEREBY CERTIFY THAT THIS IS A TRUE
AND EXACT COPY OF THE ORIGINAL

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