

Company No: 2854197

CERTIFIED TO BE A TRUE AND COMPLETE
COPY OF THE ORIGINAL
DATED THIS 1ST DAY OF DECEMBER 1997
Pinet Curtis
PINSENT • CURTIS
LEEDS LS1 2NS

COMPANIES ACTS 1985 and 1989

WRITTEN RESOLUTION

of

A SHARE & SONS (HOLDINGS) LIMITED

We, the undersigned, being all the members of the Company, for the time being entitled to attend and vote at a General Meeting for this purpose, hereby unanimously pass the following resolution as a Written Resolution and agree that the said resolution shall for all purposes be as valid and effective as if the same had been passed as a Special Resolution at a General Meeting of the Company duly convened and held.

THAT the terms of the purchase contract proposed to be made between Mr Michael Francis Browne (1) and the Company (2) for the off-market purchase of 75,177 preference shares of £1 each fully paid in the capital of the Company copies of which had been circulated to all Members be approved and authorised and the Company be authorised to enter into the said contract and to carry out the purchase of shares as described therein.

[Signature]
Signed by
MICHAEL FRANCIS BROWNE

[Signature]
Signed by
NEVILLE MAURICE JOSEPH PEPIATT

[Signature]
Signed by
IRVIN JOHN BAMFORD

[Signature]
Signed by
MICHAEL FRANCIS BROWNE
AS TRUSTEE OF THE MICHAEL BROWNE PERSONAL SETTLEMENT



M. Browne

..... X
Signed by
MAUREEN BROWNE
AS TRUSTEE OF THE MICHAEL BROWNE PERSONAL SETTLEMENT

Andrew William Walker by his duly authorised attorney

.....
Signed by
ANDREW WILLIAM WALKER
AS TRUSTEE OF THE MICHAEL BROWNE PERSONAL SETTLEMENT

[Signature]

.....
Signed by
MICHAEL FRANCIS BROWNE
AS TRUSTEE OF THE MICHAEL BROWNE SETTLEMENT FOR EMMA

M. Browne

..... V
Signed by
MAUREEN BROWNE
AS TRUSTEE OF THE MICHAEL BROWNE SETTLEMENT FOR EMMA

Andrew William Walker by his duly authorised attorney

.....
Signed by
ANDREW WILLIAM WALKER
AS TRUSTEE OF THE MICHAEL BROWNE SETTLEMENT FOR EMMA

[Signature]

.....
Signed by
MICHAEL FRANCIS BROWNE
AS TRUSTEE OF THE MICHAEL BROWNE SETTLEMENT FOR AIDAN

M. Browne ✓
 Signed by
 MAUREEN BROWNE
 AS TRUSTEE OF THE MICHAEL BROWNE SETTLEMENT FOR AIDAN

Andrew William Walker by his duly authorized attorney J. S. Harkin
 Signed by
 ANDREW WILLIAM WALKER
 AS TRUSTEE OF THE MICHAEL BROWNE SETTLEMENT FOR AIDAN

[Signature]
 Signed by
 MICHAEL FRANCIS BROWNE
 AS TRUSTEE OF THE MICHAEL BROWNE SETTLEMENT FOR EDWARD

M. Browne ✓
 Signed by
 MAUREEN BROWNE
 AS TRUSTEE OF THE MICHAEL BROWNE SETTLEMENT FOR EDWARD

Andrew William Walker by his duly authorized attorney J. S. Harkin
 Signed by
 ANDREW WILLIAM WALKER
 AS TRUSTEE OF THE MICHAEL BROWNE SETTLEMENT FOR EDWARD

[Signature]
 Signed by
 IRVIN JOHN BAMFORD
 AS TRUSTEE OF THE IRVIN BAMFORD SETTLEMENT FOR OLIVER

Heather A. Bamford

Signed by

HEATHER ANN BAMFORD

AS TRUSTEE OF THE IRVIN BAMFORD SETTLEMENT FOR OLIVER

Andrew William Walker by his duly advised attorney J. B. H. H.

Signed by

ANDREW WILLIAM WALKER

AS TRUSTEE OF THE IRVIN BAMFORD SETTLEMENT FOR OLIVER

IRVIN JOHN BAMFORD

Signed by

IRVIN JOHN BAMFORD

AS TRUSTEE OF THE IRVIN BAMFORD SETTLEMENT FOR AUSTEN

Heather A. Bamford

Signed by

HEATHER ANN BAMFORD

AS TRUSTEE OF THE IRVIN BAMFORD SETTLEMENT FOR AUSTEN

Andrew William Walker by his duly advised attorney J. B. H. H.

Signed by

ANDREW WILLIAM WALKER

AS TRUSTEE OF THE IRVIN BAMFORD SETTLEMENT FOR AUSTEN

IRVIN JOHN BAMFORD

Signed by

IRVIN JOHN BAMFORD

AS TRUSTEE OF THE IRVIN BAMFORD SETTLEMENT FOR GERALDINE

Heather Ann Bamford

Signed by

HEATHER ANN BAMFORD

AS TRUSTEE OF THE IRVIN BAMFORD SETTLEMENT FOR GERALDINE

Andrew William Walker by his duly authorised attorney J.S. Holt

Signed by

ANDREW WILLIAM WALKER

AS TRUSTEE OF THE IRVIN BAMFORD SETTLEMENT FOR GERALDINE

Neville Maurice Joseph Peppiatt
Signed by

NEVILLE MAURICE JOSEPH PEPIATT

AS TRUSTEE OF THE NEVILLE PEPIATT SETTLEMENT FOR RICHARD

Catherine Peppiatt
Signed by

CATHERINE PEPIATT

AS TRUSTEE OF THE NEVILLE PEPIATT SETTLEMENT FOR RICHARD

Andrew William Walker by his duly authorised attorney J.S. Holt

Signed by

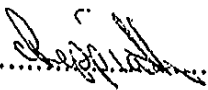
ANDREW WILLIAM WALKER

AS TRUSTEE OF THE NEVILLE PEPIATT SETTLEMENT FOR RICHARD


Neville Maurice Joseph Peppiatt
Signed by


NEVILLE MAURICE JOSEPH PEPIATT

AS TRUSTEE OF THE NEVILLE PEPIATT SETTLEMENT FOR STEVEN

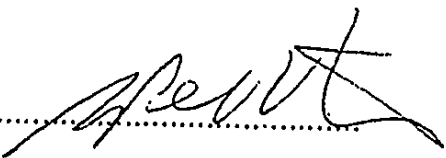

.....
Signed by
CATHERINE PEPPIATT
AS TRUSTEE OF THE NEVILLE PEPPIATT SETTLEMENT FOR STEVEN

Andrew William Walker by his duly authorized attorney J. S. H. H. H.
Signed by
ANDREW WILLIAM WALKER
AS TRUSTEE OF THE NEVILLE PEPPIATT SETTLEMENT FOR STEVEN


.....
Signed by
NEVILLE MAURICE JOSEPH PEPPIATT
AS TRUSTEE OF THE NEVILLE PEPPIATT SETTLEMENT FOR LAURA


.....
Signed by
CATHERINE PEPPIATT
AS TRUSTEE OF THE NEVILLE PEPPIATT SETTLEMENT FOR LAURA

Andrew William Walker by his duly authorized attorney J. S. H. H. H.
Signed by
ANDREW WILLIAM WALKER
AS TRUSTEE OF THE NEVILLE PEPPIATT SETTLEMENT FOR LAURA


.....
Signed by
NEVILLE MAURICE JOSEPH PEPPIATT
AS TRUSTEE OF THE NEVILLE PEPPIATT SETTLEMENT FOR WENDY

.....
Signed by
CATHERINE PEPIATT
AS TRUSTEE OF THE NEVILLE PEPIATT SETTLEMENT FOR WENDY

.....
Signed by
ANDREW WILLIAM WALKER
AS TRUSTEE OF THE NEVILLE PEPIATT SETTLEMENT FOR WENDY

A copy of this Resolution has been provided to the Company's Auditors prior to its signing by the members.

DATED: 21 October 1997

08 - 12 - 97

DATED 21 October 1997

CERTIFIED TO BE A TRUE AND COMPLETE
COPY OF THE ORIGINAL
DATED THIS 1ST DAY OF OCTOBER 1997
...Pinsent Curtis...
PINSENT • CURTIS
LEEDS LS1 2NS

MICHAEL FRANCIS BROWNE

- and -

A SHARE & SONS (HOLDINGS) LIMITED

AGREEMENT FOR THE PURCHASE OF OWN SHARES

THIS AGREEMENT is made on

21 October

1997

BETWEEN:-

- (1) **MICHAEL FRANCIS BROWNE** of Flora, 3 North Hill, Dinnington, Ponteland, Newcastle Upon Tyne NE13 7LG (the "Seller"); and
- (2) **A SHARE & SONS (HOLDINGS) LIMITED** of 45-49 Villiers Street, Sunderland, SR1 1AH (the "Company").

WHEREAS:-

- (A) The Company was incorporated in England under company number 2854197 under the Companies Act 1985 and has a share capital as follows:-

	<u>Authorised (£)</u>	<u>Issued (fully paid) (£)</u>
Preference Shares	200,000	75,177
Ordinary Shares	200,000	175,000

- (B) The Seller is the beneficial owner of 75,177 issued preference shares ("the Sale Shares").
- (C) The Company has power to purchase its own shares in pursuance of Part V of the Companies Act 1985 by virtue of Articles 4.4 and 4.5 of the Company's Articles of Association.
- (D) The terms of this Agreement were authorised by a written resolution of the Members of the Company passed on the same date as this Agreement.
- (E) At the date hereof the Company's distributable profits (as defined by section 181 of the Companies Act 1985) were not less than £ 337,411 .

IT IS AGREED as follows:-

- 1.1 The Seller shall sell with full title guarantee and the Company shall purchase the Sale Shares free from all liens charges encumbrances and claims and with all rights and privileges attached thereto including the right to all dividends hereafter declared.

- 2 The total purchase price shall be £75,177 payable in cash on Completion (as defined in clause 3.1).
- 3 Completion shall take place as soon as practicable following the execution of this Agreement, when:-
- 3.1 the Seller shall deliver to the Company the share certificates in respect of each of the Sale Shares or in the case of lost certificates such indemnity as the Company may reasonably require;
- 3.2 the Company shall pay to the Seller the sum of £75,177; and
- 3.3 the Company shall cancel the Sale Shares.
- 4 The Seller and the Company hereby undertake that they will at all times execute such instruments and do such things as may be necessary or appropriate for the carrying into effect of the terms of this Agreement and which the Company shall require to perfect the right title and interest of the Company to and in the Sale Shares.
- 5 Time shall be of the essence of this Agreement.
- 6 This Agreement sets forth the entire agreement and undertaking between the parties in connection with the sale and purchase of the Sale Shares.
- 7 This Agreement shall be governed by the law of England.

EXECUTED AS A DEED by the parties on the date which first appears in this deed.

SIGNED by MICHAEL FRANCIS BROWNE)
in the presence of:-)



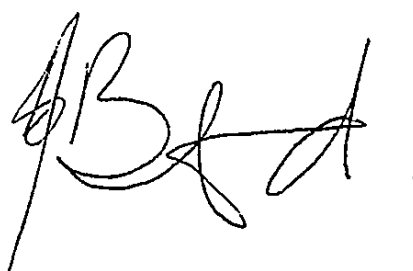
Witness name: PETER RANHAM

Signature: PJ Ruyh

Address: 41 PARK SQUARE
LEDS WS1 2NS

Occupation: SOWCOM

SIGNED by
for and on behalf of
A SHARE & SONS (HOLDINGS) LIMITED)
in the presence of:-)



Witness name: PETER RANHAM

Signature: PJ Ruyh

Address: 41 PARK SQUARE
LEDS WS1 2NS

Occupation: SOWCOM