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WRITTEN RESOLUTION

DEB NATIONWIDE PLC



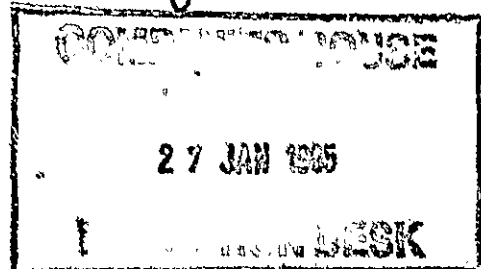
We the undersigned, being the holders of the whole of the issued share capital of the above Company, HEREBY RESOLVE (i) as a special resolution of the Company pursuant to Section 391A of the Companies Act 1985, (ii) as a written consent of the Preferred Ordinary shareholders pursuant to Article 9 of the Company's Articles of Association and (iii) as a written consent pursuant to an Investment Agreement dated 25 March 1994 made between (1) Meronbond Limited, (2) the Investors (as therein defined) (3) the Shareholders (as therein defined) and (4) Baroness plc (in each case, as the case may be) THAT:

- (A) The Option Agreement proposed to be entered into between (1) the Company and (2) Nigel Prior Stickland ("NPS") in the form or substantially the form of the draft annexed hereto whereby the Company is to be granted an option to repurchase the 15,000 Ordinary Shares in the capital of the Company held by NPS for an aggregate consideration of up to £30,000 be and it is approved for the purposes of Section 184 and 185 of the Companies Act 1985 and generally;
- (B) The Business Sale Agreement proposed to be entered into between (1) the Company, (2) Network Property Services Limited ("Network") and (3) NPS in the form or substantially the form of the draft annexed hereto for the sale by the Company to Network of the DEB Property Business (as therein defined) be and it is approved;
- (C) The Deed of Indemnity proposed to be granted by the Company to NPS in the form or substantially the form of the draft annexed hereto for the indemnification of NPS by the Company in respect of the matters therein referred to, be and it is approved.

W.P. Tullock, Director

W.P. Tullock
for and on behalf of
MURRAY VENTURES PLC

Dated.....10 January.....1995



WRITTEN RESOLUTION

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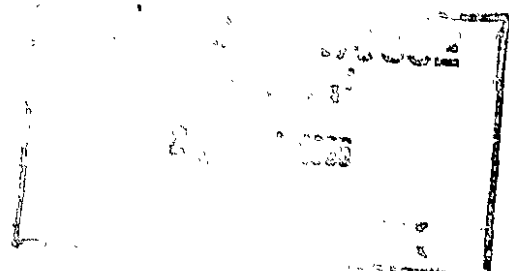
DSE NATIONWIDE PLC

We the undersigned, being the holders of the whole of the issued share capital of the above Company, HEREBY RESOLVE (i) as a special resolution of the Company pursuant to Section 301A of the Companies Act 1985, (ii) as a written consent of the Preferred Ordinary shareholders pursuant to Article 9 of the Company's Articles of Association and (iii) as a written consent pursuant to an Investment Agreement dated 25 March 1994 made between (1) Merondood Limited, (2) the Inventors (as therein defined) (3) the shareholders (as therein defined) and (4) Baronsmead plc (in each case, as the case may be) THAT:

- (A) The Option Agreement proposed to be entered into between (1) the Company and (2) Nigel Prior Stickland ("NPS") in the form or substantially the form of the draft annexed hereto whereby the Company is to be granted an option to repurchase the 16,000 Ordinary shares in the capital of the Company held by NPS for an aggregate consideration of up to 130,000 pence and it is approved for the purposes of Section 164 and 165 of the Companies Act 1985 and generally;
- (B) The Business Sale Agreement proposed to be entered into between (1) the Company, (2) Network Property Services Limited ("Network") and (3) NPS in the form or substantially the form of the draft annexed hereto for the sale by the Company to Network of the DSE Property Business (as therein defined) be and it is approved;
- (C) The Deed of Indemnity proposed to be granted by the Company to NPS in the form or substantially the form of the draft annexed hereto for the indemnification of NPS by the Company in respect of the matters therein referred to, be and it is approved.

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for and on behalf of
MURRAY VENTURES PLC

Dated.....1995



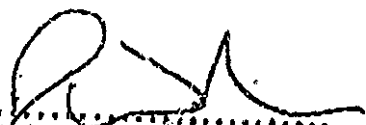
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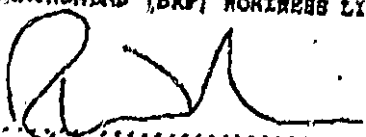
Baronsmead Plc

071 242 2848 P.03
24 Jan '95 15:24 No.008 P.03

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for and on behalf of
NATWEST VENTURES INVESTMENTS LIMITED
Dated.....1995

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for and on behalf of
COUNTY NATWEST HOMINERS LIMITED
Dated.....1995


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for and on behalf of
BARONSMEAD (BEP) HOMINERS LIMITED
Dated.....1995


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for and on behalf of
BARONSMEAD (BEP) HOMINERS LIMITED
Dated.....1995

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DAVID WRAITH
Dated.....1995

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MICHEL STICKLAND
Dated.....1995

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MILES STAMFORD
Dated.....1995

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WRITTEN RESOLUTION

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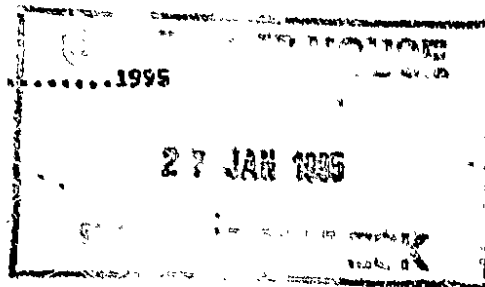
DBS NATIONWIDE PLC

We the undersigned, being the holders of the whole of the issued share capital of the above Company, HEREBY RESOLVE (i) as a special resolution of the Company pursuant to Section 381A of the Companies Act 1985, (ii) as a written consent of the Preferred Ordinary shareholders pursuant to Article 9 of the Company's Articles of Association and (iii) as a written consent pursuant to an Investment Agreement dated 25 March 1994 made between (1) Xeroxbond Limited, (2) the Investors (as therein defined) (3) the Shareholders (as therein defined) and (4) Xeroxbond plc (in each case, as the case may be) THAT:

- (A) The Option Agreement proposed to be entered into between (1) the Company and (2) Nigel Pricer Stickland ("NPS") in the form or substantially the form of the draft annexed hereto whereby the Company is to be granted an option to repurchase the 15,000 Ordinary Shares in the capital of the Company held by NPS for an aggregate consideration of up to £30,000 be and it is approved for the purposes of Section 164 and 165 of the Companies Act 1985 and generally;
- (B) The Business Sale Agreement proposed to be entered into between (1) the Company, (2) Network Property Services Limited ("Network") and (3) NPS in the form or substantially the form of the draft annexed hereto for the sale by the Company to Network of the DBS Property Business (as therein defined) be and it is approved;
- (C) The Deed of Indemnity proposed to be granted by the Company to NPS in the form or substantially the form of the draft annexed hereto for the indemnification of NPS by the Company in respect of the matters therein referred to, be and it is approved.

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for and on behalf of
MURRAY VENTURES PLC

Dated.....1995



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for and on behalf of
NATWEST VENTURES INVESTMENTS LIMITED

Dated... 10 January 1998

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for and on behalf of
COUNTY NATWEST HOMIERS LIMITED

Dated... 10 January 1998

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for and on behalf of
BARONSHEAD (BRP) HOMIERS LIMITED

Dated..... 1998

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for and on behalf of
BARONSHEAD (BRP) HOMIERS LIMITED

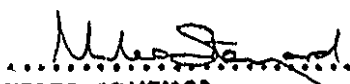
Dated..... 1998


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DAVID WRAITH

Dated... 11 January 1998

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NIGEL STICKLAND

Dated..... 1998


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MILES STARYARD

Dated... 11 January 1998

WRITTEN RESOLUTION

of

DBS NATIONWIDE PLC

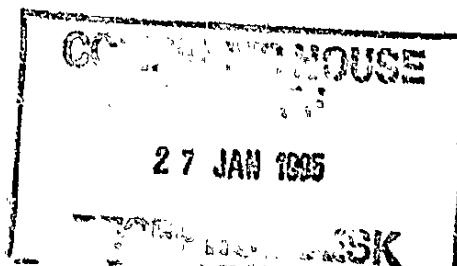
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We the undersigned, being the holders of the whole of the issued share capital of the above Company, HEREBY RESOLVE (i) as a special resolution of the Company pursuant to Section 381A of the Companies Act 1985, (ii) as a written consent of the Preferred Ordinary shareholders pursuant to Article 9 of the Company's Articles of Association and (iii) as a written consent pursuant to an Investment Agreement dated 25 March 1994 made between (1) Meronbond Limited, (2) the Investors (as therein defined) (3) the Shareholders (as therein defined) and (4) Baronsmead plc (in each case, as the case may be) THAT:

- (A) The Option Agreement proposed to be entered into between (1) the Company and (2) Nigel Prior Stickland ("NPS") in the form or substantially the form of the draft annexed hereto whereby the Company is to be granted an option to repurchase the 15,000 Ordinary Shares in the capital of the Company held by NPS for an aggregate consideration of up to £30,000 be and it is approved for the purposes of Section 164 and 165 of the Companies Act 1985 and generally;
- (B) The Business Sale Agreement proposed to be entered into between (1) the Company, (2) Network Property Services Limited ("Network") and (3) NPS in the form or substantially the form of the draft annexed hereto for the sale by the Company to Network of the DBS Property Business (as therein defined) be and it is approved;
- (C) The Deed of Indemnity proposed to be granted by the Company to NPS in the form or substantially the form of the draft annexed hereto for the indemnification of NPS by the Company in respect of the matters therein referred to, be and it is approved.

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for and on behalf of
MURRAY VENTURES PLC

Dated.....1995



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for and on behalf of
NATWEST VENTURES INVESTMENTS LIMITED

Dated.....1995

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for and on behalf of
COUNTY NATWEST NOMINEES LIMITED

Dated.....1995

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for and on behalf of
BARONSMEAD (BRF) NOMINEES LIMITED

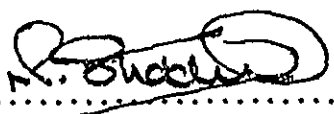
Dated.....1995

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for and on behalf of
BARONSMEAD (BBF) NOMINEES LIMITED

Dated.....1995

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DAVID WRAITH

Dated.....1995


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NIGEL STICKLAND

Dated.....11 January.....1995

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MILES STANYARD

Dated.....1995

resol.dbs (adp)