

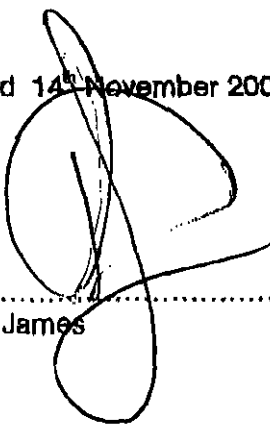
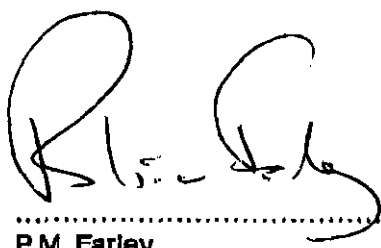
Company No: 2935197

**FARLEY GROUP LTD  
("the Company")****THE COMPANIES ACT 1985****MEMBERS' WRITTEN RESOLUTION****Pursuant to s.381A Companies Act 1985**

We, the undersigned, being the only members of the above-named Company who at the date hereof would be entitled to attend and vote at a general meeting of the Company, hereby resolve as follows:

"THAT the acquisition by the company of the following non cash assets from the following directors of the company be and is hereby approved for the purposes of s.320 of the Companies Act 1985:

Directors	Shares held in Farley & Co Ltd to be acquired			Value of Loan Note to be issued as consideration by Farley Group Ltd
Patricia Mary Farley	35,687 shares	ordinary	£1	£383,850.19
Timothy Michael James	24,201 shares	ordinary	£1	£260,306.48

Dated 14<sup>th</sup> November 2003  
.....  
T.M. James  
.....  
P.M. Farley