

Company No: 02970319

The Companies Act 1985

**COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

- of -

**FALCON AGENCIES LIMITED**

In accordance with Regulation 53 of the Companies Act 1985 Table A, as incorporated in the Company's Articles of Association, we the undersigned, being or representing all the members of the Company for the time being entitled to receive notice of and attend and vote at a general meeting of the Company HEREBY RESOLVE as follows:-

**RESOLUTION**

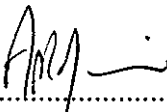
That in connection with the acquisition of the 49,000 'B' Ordinary Shares and 400,000 issued Cumulative Redeemable Preference Shares of the Company ("the Acquisition") by London Street Holdings Limited ("the Purchaser") the Company is authorised to give financial assistance for the purpose of the Acquisition by agreeing a variation to the terms of the Loan Notes such that the nature of the indebtedness under said Loan Notes is changed from future indebtedness to demand indebtedness, and by the said Loan Notes being redeemed and repaid early.

**Name of Shareholder**

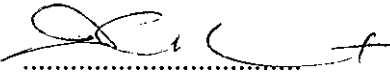
**Signatures**

**Date of signature**

London Street Holdings Limited


  
.....  
Director

15 May 1998

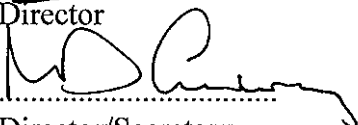
  
.....  
Director/Secretary

18 May 1998

SLA Holdings Limited

  
.....  
Director

18 May 1998

  
.....  
Director/Secretary

16 May 1998

