

Private and Confidential

No. 2981031

THE COMPANIES ACT 1985
and THE COMPANIES ACT 1989

COMPANY LIMITED BY SHARES



SPECIAL RESOLUTIONS

of

MERSEYSIDE SPECIAL INVESTMENT FUND LIMITED

Passed 26. May, 1995

At an Extraordinary General Meeting of the above-named Company, duly convened, and held on 26. May, 1995, the following Resolutions were duly passed as Special Resolutions:-

SPECIAL RESOLUTIONS

1. That, the provisions of the Memorandum of Association of the Company be and they are hereby altered by the deletion of Clause 5 thereof and the substitution therefor of the following wording:-

"5. Every member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Company contracted before he ceases to be a member, and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding the amount specified by each member in his application for membership delivered to the Company or, if later, a notice delivered to the Company in such form as the Directors may require and in any event being not less than £1 and not exceeding £100."

2. That, the provisions of the Articles of Association of the Company be and they are

(MR484.55)

hereby altered by the deletion of Article 6 thereof and the substitution therefor of the following wording:-

"6. VOTES OF MEMBERS

On a show of hands, every member present in person shall have one vote. On a poll, every member present in person or by proxy shall have one vote for every £1 that such member has undertaken to contribute to the assets of the Company pursuant to the Memorandum of Association of the Company."



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Chairman