

No. 3161093

THE COMPANIES ACT 1985

WRITTEN RESOLUTIONS

of

Great Western Trustees Limited

The undersigned, being the sole member of the above-named Company ("the Company") for the time being resolves in accordance with section 381A of the Companies Act 1985:-

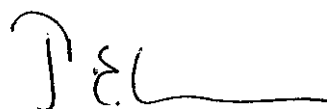
THAT:-

(a) Pursuant to section 252 of the Companies Act 1985 as amended by the Companies Act 1989 (the "Act") the Company elects to dispense with the laying of the Company Accounts and Reports before the Company in general meeting in 1997 and subsequent years.

(b) Pursuant to section 366 A of the Act, the Company elects to dispense with the holding of annual general meetings in 1997 and subsequent years.

(c) Pursuant to section 386 of the Act, the Company elects to dispense with the obligation to appoint auditors annually.

Date: 18 APRIL, 1996


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GREAT WESTERN HOLDINGS LIMITED

