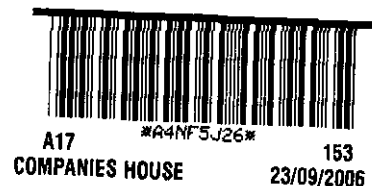


THE COMPANIES ACTS 1985 TO 1989

SKELGATE HOLDINGS LIMITED

("the Company")

WRITTEN RESOLUTIONS



We, the undersigned, being all the members of the Company entitled to attend and vote at general meetings of the Company (other than the member holding shares to which the following resolution relates), make the following resolutions as special resolutions of the Company and which will, pursuant to sections 381A and 381B of the Companies Act 1985 ("the Act") (amended by the Deregulation (Resolutions of Private Companies) Order 1996), and with paragraphs 5 and 6 of Part II of Schedule 15A to the Act, be valid and effective for all purposes as if the same had been passed at a general meeting of the Company duly convened and held, and we each acknowledge receipt of a copy of the proposed contract to which the resolution numbered 1 and 2 below respectively relate:-

THAT:-

1. the terms of an agreement between (1) the Company and (2) Harry Cole ("Mr Cole") for the purchase by the Company of 1,399 ordinary shares of £1 each in the capital of the Company from Mr Cole ("the Shares") as set out in the draft contract, a copy of which has been supplied to each member of the Company ("the Contract"), be and is approved;
2. any two directors be and are authorised to enter into the Contract on behalf of the Company and to fulfil all obligations of the Company under the Contract;
3. the payment by the Company out of distributable profits (within the meaning of section 181(a) of the Act) of the sum of £260,000 for the purchase of Shares pursuant to the Contract be and is approved.

Member

W.S. Skelton -

W.S. Skelton

D. Wingate

[Signature]

N. Skelton

John B. Cole (as per last atty)

E. Wingate

John B. Cole (as per last atty)

W.S. Skelton

W.S. Skelton

D. Wingate and H. Cole
as trustees of the
Skelgate Holdings Limited
Employee Trust.

[Signature]

W. S. Skelton and N. Skelton
as trustees of the N. Skelton
Discretionary Trust.

WS
John Skelton (as trustee)
B. Skelton

W.S. Skelton and N. Skelton
as trustees of the W.S. Skelton
Discretionary Trust.

WS
John Skelton (as trustee)
B. Skelton

Date of notification by the auditors under section 381 B(1) of the Act:-

1st Aug 2000