

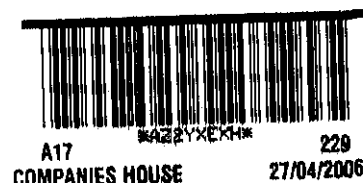
THE COMPANIES ACTS 1985 & 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

- of -

Fieldmore Limited ("Company")



Resolved: 25 April 2006

We, the undersigned, being the sole Member for the time being of the Company entitled to receive notice of and to attend and vote at General Meetings HEREBY PASS the following special resolutions as Written Resolutions of the Company and agree that the said resolutions shall, pursuant to Section 381A of the Companies Act 1985 (the "**Act**") (as amended) for all purposes be as valid and effective as if the same had been passed as a special resolution at a General Meeting of the Company duly convened and held. Pursuant to Schedule 15A of the Act, we were supplied with a copy of the statutory declaration made pursuant to section 155 of the Act with the auditors' report annexed thereto.

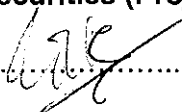
1. Subject to compliance with sections 155-158 of the Companies Act 1985 two directors of the Company or a director and company secretary (if executed as a deed) be and are hereby empowered authorised and directed, to cause the execution and delivery of the following Legal Charge (as defined below) in connection with the acquisition of the entire issued share capital of the Company by Fieldmore (Staines) Limited in such form and with such amendments thereto as the directors shall in their absolute discretion think fit:
 - 1.1.1 a legal charge (the "**Legal Charge**") to be made between the Company (1), Development Securities plc as lender (2) and Development Securities plc as security agent (3) securing the money and other liabilities and obligations agreed to be paid or discharged by the Company under the Facilities Agreement (as defined therein) and all sums payable to the Company by Tidegrove Limited or Fieldmore (Staines) Limited and subsequently payable by the Company either to Development Securities plc as lender in payment of the outstanding debt under the Facilities Agreement or to Development Securities (Projects) Limited as the Development Services Fee (as defined therein) all as provided by and pursuant to the Joint Venture Agreement.
2. The execution, delivery and performance of the Legal Charge (together with that of any ancillary documents referred to therein) is for the benefit of and in the best interests of the Company for the purposes of carrying on its business and that there is full and fair consideration to the Company for the obligations it is undertaking in respect thereof.
3. Notwithstanding that the entering into of the Legal Charge and security by the Company and the performance of the Company's obligations under the Legal

Charge, would constitute financial assistance within Section 151 of the Act the Legal Charge be and is hereby approved and that subject to the procedures set out in Sections 155-158 of the Act being followed the giving of such financial assistance by the Company be approved.

4. Any act done or document executed pursuant to any of the foregoing paragraphs of this resolution shall be valid, effective and binding upon the Company notwithstanding any limitation on the borrowing or other powers of the directors of the Company contained in or incorporated by reference in the Company's Articles of Association (any such limitation being hereby suspended, waived, relaxed, or abrogated to the extent requisite to give effect to the foregoing resolutions).

For and on behalf of
Development Securities (Projects) Limited

.....
 Director



FIELDMORE LIMITED (the "Company")**BOARD MEMORANDUM**

Memorandum in connection with the proposed arrangement whereby the Company will give financial assistance for the acquisition of the entire issued share capital of the Company, particulars of which are given in the statutory declaration made by the Directors this day pursuant to section 155(6) of the Companies Act 1985.

1. At the close of business on *24 April* 2006, the aggregate of the Company's assets as stated in its accounting records exceeded the aggregate of its liabilities as so stated.
2. From our knowledge of events since that date and of the likely course of the Company's business, the Directors have formed the opinion that the aggregate of the Company's assets will exceed the aggregate of its liabilities immediately before the proposed financial assistance is given and that the giving of financial assistance by the Company will not reduce the net assets of the Company.

SIGNED ON BEHALF OF THE BOARD

..... 

DATED *25 April* 2006