

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

RESOLUTIONS IN WRITING

of

CORNERFORD LIMITED (the "Company")

Morgan Stanley Dean Witter Principal Funding Inc, being the sole member of the Company who at the date of this resolution is entitled to attend and vote at a general meeting of the Company, **RESOLVE**, in accordance with section 381A of the Companies Act 1985, to pass the following resolutions, in the case of resolutions 1 and 2, as ordinary resolutions and in the case of resolution 3 as a special resolution:

ORDINARY RESOLUTIONS

1. **THAT** the 1 issued ordinary share of £1 each in the capital of the Company be reclassified an "A" ordinary share;
2. **THAT** the 99 unissued but authorised ordinary shares of £1 each in the share capital of the Company be reclassified as "B" ordinary shares;

SPECIAL RESOLUTION

3. **THAT** the articles of association of the Company be amended by the deletion of Article 3 in its entirety and the substitution of the following provisions:-

General

- 3.1 The authorised share capital of the Company at the date of adoption of these articles is £300 divided into:-

- 3.1.1 1 "A" ordinary shares of £1 each ("**A" Ordinary Shares**");
- 3.1.2 99 "B" ordinary shares of £1 each ("**B" Ordinary Shares**"); and
- 3.1.3 200 cumulative preference shares of £1 each ("**Preference Shares**").

and any reference in these articles to "A" Ordinary Shareholders, "B" Ordinary Shareholders and Preferences Shareholders shall be deemed to be a reference to the holders of "A" Ordinary Shares, "B" Ordinary Shares and Preference Shares respectively.



- 3.2 Save as otherwise provided in these Articles, the Preference Shares, the "A" Ordinary Shares and "B" Ordinary Shares shall rank *pari passu* but constitute three separate classes of shares.

Rights attaching to shares

- 3.3 The respective rights attaching to the Preference Shares, "A" Ordinary Shares and "B" Ordinary Shares shall be as follows:-

3.3.1 As regards income:

- (a) any profits which the Company may determine to distribute in respect of any financial year (in accordance with the Companies Acts (the "Acts")) shall belong to and be distributed among the Preference Shareholders, "A" Ordinary Shareholders and "B" Ordinary Shareholders in accordance with the provisions of paragraphs (b), (c), (d) and (e) of this Article 3.3.1;
- (b) any profits which the Company may determine to distribute in respect of any financial year (in accordance with the Acts) shall be applied in or towards paying to the Preference Shareholders as a class an aggregate cumulative dividend of 1% of the nominal value of each Preference Share in issue (the "**Preference Dividend**") in priority to the payment of any other dividend. The Preference Shares shall rank *pari passu* among themselves in respect of the payment of the Preference Dividend, irrespective of the amount paid up on any Preference Share;
- (c) the Company may not distribute any profits in respect of any financial year unless and until the Preference Dividends in respect of such year and, in addition, any arrears of all or any of the same have been paid in full; subject thereto, any profits which the Company may determine to distribute in respect of any financial year shall be applied amongst the A Ordinary Shareholders and the B Ordinary Shareholders;
- (d) subject to the foregoing provisions of this article and to the provisions of paragraphs (e) and (f) of this article, any profits which the Company may determine to distribute in respect of any financial year in accordance with the Acts shall belong to and be distributed amongst the A Ordinary Shareholders and B Ordinary Shareholders;
- (e) no dividend shall be declared or paid or other distribution made in relation to the "A" Ordinary Shares unless a dividend in an aggregate amount not exceeding 1% of the aggregate amount to be declared or paid in relation to all of the "A" Ordinary Shares is, at the same time, declared or paid (as the case may be) in relation to, and for distribution among, the "B" Ordinary Shareholders. The "A" Ordinary Shares

shall rank *pari passu* among themselves for any dividend (irrespective of the amount paid up on any "A" Ordinary Shares in issue);

- (f) no dividend shall be declared or paid on the "B" Ordinary Shares unless a dividend is declared or paid (as the case may be) on all of the "A" Ordinary Shares in issue. The respective amounts to be declared or paid (as the case may be) on the Preference Shares, the "A" Ordinary Shares and the "B" Ordinary Shares shall be determined in accordance with paragraphs (b), (c), (d), (e) and (f) of this Article 3.3.1. The "B" Ordinary Shares shall rank *pari passu* among themselves for any dividend irrespective of the amount paid up on any "B" Ordinary Share.

3.3.2 As regards capital:-

On a return of assets on liquidation, dissolution, winding up, reduction of capital or otherwise, the surplus assets of the Company after payment of its liabilities shall be applied:

- (a) first in paying to the Preference Shareholders (*pari passu*) a sum equal to all arrears and/or accruals of Preference Dividends thereon to be calculated down to the payment date;
- (b) second in repaying to the Preference Shareholders (*pari passu*) the amounts paid on the nominal amount thereof;
- (c) third in paying the "B" Ordinary Shareholders the nominal amount paid on each of their "B" Ordinary Shares (after payment of which, the B Shareholders shall have no further right whatsoever to participate in the assets of the Company available for distribution among the shareholders of the Company);
- (d) fourth, in paying the "A" Ordinary Shareholders the nominal amount paid on each of their "A" Ordinary Shares; and
- (e) finally, the balance (if any) of such assets shall be distributed among the "A" Ordinary Shareholders in proportion to the amounts paid up on the nominal amount paid on each of their "A" Ordinary Shares.

3.3.3 As regards redemption of Preference Shares:

- (a) Subject to the provisions of the Acts, the Company shall have the right at any time and from time to time to redeem all or such other number of the Preference Shares in issue as it may, by not less than 14 days' previous written notice to the holders of such Preference Shares, specify and any such notice (a "redemption notice") shall also specify the date fixed for redemption. No Preference Share may be redeemed unless it is fully paid.

- (b) Subject to the provisions of the Acts, upon each date on which all or any of the Preference Shares become due for redemption pursuant to the foregoing provisions of this article the Company shall pay to the Preference Shareholders (or, in the case of joint holders, to the holder whose name stands first in the register of members in respect of such Shares) of each Preference Share then due to be redeemed an amount of £1 per Preference Share together with a sum equal to all arrears and accruals of dividend on such share calculated up to (and including) the actual date of redemption.
- (c) Certificates for Preference Shares shall be deemed to have been cancelled to the extent appropriate on the date upon which the shares to which they relate are redeemed in full. Following any partial redemption of Preference Shares certificates which then relate in part to Preference Shares which have not been redeemed shall be delivered up to the Company and, subject only to such delivery up, the Company shall (free of charge) issue new definitive certificates in respect of those Preference Shares which have not been redeemed.
- (d) No Preference Share shall carry any rights to convert into A Ordinary Shares or B Ordinary Shares.

3.3.4 As regards voting:-

- (a) the "A" Ordinary Shareholders have the right to receive notice of and to attend, speak and vote at all general meetings of the Company;
- (b) the "B" Ordinary Shareholders have the right to receive notice of and to attend and speak at all general meetings of the Company but shall not have any right in that capacity to vote at such meetings; and
- (c) the Preference Shareholders shall have the right to receive notice of and to attend and speak at all general meetings of the Company but shall not have any right in that capacity to vote at such meetings.

3.3.5 Variation of rights:-

Whenever the share capital of the Company is divided into different classes of shares, the special rights attached to any class may, subject to the provisions of the Acts be varied or abrogated (i) in such manner (if any) as may be provided by those rights; (ii) either with the consent in writing of the holders of not less than three quarters in nominal value of the issued shares of the class; or (iii) with the sanction of an extraordinary resolution passed at a separate general meeting of the holders of the shares of that class (but not otherwise) and may be so varied or abrogated whilst the Company is a going concern or during or in contemplation of a winding-up. To every such separate general meeting, the provisions of Table A (as amended by these

articles) relating to general meetings of the Company and to the proceedings at such general meetings shall apply, *mutatis mutandis*, except that:-

- (a) the necessary quorum shall be two persons holding or representing by proxy at least one-third in nominal value of the issued shares of the class (but so that if at any adjourned meeting a quorum as defined above is not present, any other holder of any shares of the class present in person or by proxy shall be a quorum);
- (b) the shares of the class in question shall carry the right in such meetings notwithstanding that such shares would not entitle the holders of such shares to vote at a general meeting of the Company; and
- (c) any holder of shares of the class present in person or by proxy may demand a poll and every such holder shall on a poll have one vote for every share of the class held by them.

3.3.6 Article 3.3.5 shall apply to the variation or abrogation of the special rights attached to some only of the shares of any class as if each group of shares of the class differently treated formed a separate class the special rights of which are to be varied.

3.3.7 The special rights attached to any class of shares having preferential rights shall not, unless otherwise expressly provided by the terms of issue of that class of shares, be deemed to be varied:-

- (a) by the creation or issue of further shares ranking as regards participation in the profits or assets of the Company in some of all respects equally with such shares but in no respect in priority to such shares; or
- (b) by the purchase of the Company of any of its own shares in accordance with the Act.

SIGNATURE: _____

For and on behalf of **Morgan Stanley Dean Witter Principal Funding Inc**

DATE: _____

15 February 2000