

**THE COMPANIES ACT 1985 AND 1989:**

**PRIVATE COMPANY LIMITED BY SHARES**

**SPECIAL RESOLUTIONS**

of

**BLSSP (PHC 26) LIMITED**

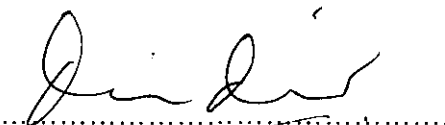
(the "Company")

(Passed on the 18th day of June 2001)

At an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held at 10 Cornwall Terrace, Regent's Park, London NW1 4QP on 18th day of June 2001 the following Resolutions were passed as Special Resolutions of the Company:

**SPECIAL RESOLUTIONS**

1. "THAT the grant by the Company of full third party fixed and floating charges over its assets, including its real property assets, to secure payments due on the £20,000,000 7.743 per cent. secured notes due 2025 (the "Secured Notes"), to be issued by BLSSP (Funding) PLC such fixed and floating charges to be in favour of Capita IRG Trustees Limited, as the same are contemplated in the Secured Note Trust Deed, the Borrower Deed of Charge and Note Disclosure Document attached to the notice convening the meeting whereat this Resolution was proposed, be and they are each hereby approved."
2. "THAT the provision by the Company of a guarantee, on an unsecured basis, in respect of the obligations of BLSSP (Funding) PLC under the £65,250,000 Class A1 6.389 per cent. Unsecured Notes due 2016, the £159,750,000 Class A2(C) 6.457 per cent. Unsecured Notes due 2025, the £100,000,000 Class B1 7.017 per cent. Unsecured Notes due 2016, the £209,100,000 Class B2 6.998 per cent. Unsecured Notes due 2025 and the £20,900,000 Class B3 7.243 per cent. Unsecured Notes due 2025, (together the "Unsecured Notes") issued by BLSSP (Funding) PLC as the same is contemplated in the Unsecured Note Trust Deed and the Note Disclosure Document attached to the notice convening the Meeting whereat this Resolution was proposed, be and it is hereby approved."



CHAIRMAN

