

Company Number
SC 934

THE COMPANIES ACTS 1985 AND 1989

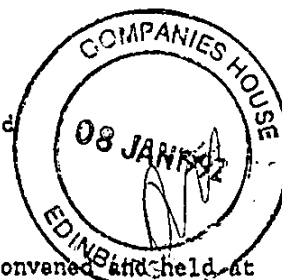
COMPANY LIMITED BY SHARES INCORPORATED
UNDER THE COMPANIES ACTS 1862, 1867 and 1877

Resolution

of

William Collins Sons & Company Limited

(passed on 20 December, 1991)

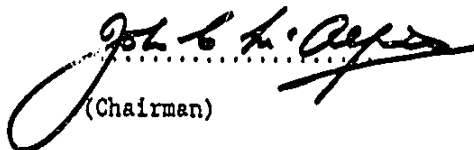


At an extraordinary general meeting of the Company duly convened and held at Westerhill Rd, Bishopbriggs, Glasgow on 20th December, 1991 the following resolution was duly passed as a special resolution of the Company:

SPECIAL RESOLUTION

THAT:

- (A) It is in the best interests of the Company to, and that the Company do, enter in a deed of guarantee (the "Deed of Guarantee") in favour of The Governor and Company of The Bank of Scotland ("The Bank of Scotland"), whereby the Company will unconditionally and irrevocably guarantee to The Bank of Scotland the due and punctual payment of the Guaranteed Obligations (as defined in the Deed of Guarantee).
- (B) Any director of the Company (or, in the case of any document to be executed by the Company as a deed, any two directors of the Company or any director and the Secretary of the Company) or any duly authorised attorney of the Company be and he is hereby authorised and directed on behalf of the members and the Company to execute on behalf of the Company in whatever manner The Bank of Scotland may require (whether under hand, as a deed or otherwise) the Deed of Guarantee with such modifications as he considers appropriate and in the interests of the Company, its members and creditors generally and any other related documentation as he considers appropriate and in the interests of the Company, its members and creditors generally, and further that this resolution shall have effect notwithstanding any provision of the Company's Articles of Association.


(Chairman)

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(passed on 20 December, 1991)

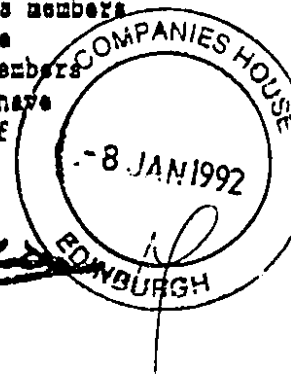
At an extraordinary general meeting of the Company duly convened and held at Westhill Rd, Bunkersburn, Glasgow on 20th December, 1991 the following resolution was duly passed as a special resolution of the Company:

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THAT:

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John G. H. ...
(Chairman)



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THE COMPANIES ACTS 1985 AND 1989
.....

COMPANY LIMITED BY SHARES INCORPORATED
UNDER THE COMPANIES ACTS 1862, 1867 AND 1877
.....

RESOLUTION IN WRITING SIGNED BY ALL OF THE SHAREHOLDERS OF
WILLIAM COLLINS SONS & COMPANY LIMITED
.....

We, being all the members of William Collins Sons & Company Limited, hereby
resolve that the special resolution of the Company passed at an extraordinary
meeting of the shareholders held on 20th December, 1991 and attached hereto
as Exhibit I be and it is hereby approved.

Signed by)
being duly authorised to sign))
for and on behalf of Harper)
Collins Publishers Limited)

L. Hunter Douglas Slowman

Signed by Douglas Slowman)

Douglas Slowman



Company Number
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WILLIAM COLLINS SONS & COMPANY LIMITED

Minutes of an extraordinary general meeting of the
Company held at Westerhill Road, Bishopbriggs, Glasgow G64 2QT
on 20th December 1991 at 1.00pm

Present: J.C. McAlpine (representing Harper Collins Publishers Limited)
D. Houston
Douglas Slowman

1. J. McAlpine was appointed Chairman of the meeting.
2. The Chairman announced that the necessary consents to the meeting being held at short notice had been received from all the members of the Company and that a quorum of two persons was present.
3. It was unanimously agreed that the notice convening the meeting should be taken as read.
4. The Chairman proposed the resolution set out in the notice of the meeting as a special resolution of the Company and it was seconded by D. Houston.
5. The Chairman put the resolution to the meeting, took a vote on a show of hands and declared the resolution carried unanimously.
6. There being no further business the meeting then ended.

J.C. McAlpine
Chairman



N0056703.DTT/BHT

Company Number
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WILLIAM COLLINS SONS & COMPANY LIMITED

Notice is hereby given that an extraordinary general meeting of the Company will be held at Westchill Rd Bishopcleepton 20 December, 1991 at 100 pm. to consider and, if thought fit, pass the following resolution which will be proposed as a special resolution of the Company.

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Dated. 20 December 1991

By order of the Board

Douglas Shawna

(Secretary)

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(Chairman)

N0056719.DTR\bhr