

FILING COPY  
Company No: 7861

THE COMPANIES ACT 1985

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COMPANY LIMITED BY SHARES

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WRITTEN RESOLUTION

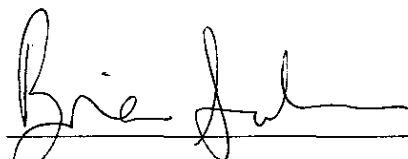
of

THE TOWN & COUNTY MOTOR GARAGE LIMITED

The following resolution was passed by way of a written Special Resolution of The Town & County Motor Garage Limited ("the Company") pursuant to section 381A of the Companies Act 1985 (as amended) ("the Act") on 7 June 2002 :-

**Special Resolutions**

1. That in connection with the share buy back by T & C Holdings Limited of 530,000 ordinary shares of £1.00 each in the issued share capital of T & C Holdings Limited, any financial assistance by the granting by the Company to the Clydesdale Bank PLC of a Standard Security over the 12/13 Greenwell Road, East Tullos, Aberdeen, is hereby approved.



Brian Sanders,

Director,

For and on behalf of The Town & County Motor Garage Limited

Date 7 June 02

