

THE COMPANIES ACT
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTIONS
OF
USBORNE PUBLISHING LIMITED
COMPANY NO. 1124359

At an Extraordinary General Meeting of the Company duly convened and held at 10 am/pm on the 29th January 1993 the following resolution was duly passed as a Special Resolution:

SPECIAL RESOLUTION

THAT in accordance with Article 69 of the existing Articles of Association of the Company:

- (a) whilst there is only one director the quorum necessary for the transaction of business shall be one director; and
- (b) all previous acts of the sole director whilst there has been only one director are hereby ratified retrospectively.

DATED: 29th January 1993


.....
CHAIRMAN

USBORNE PUBLISHING LIMITED

THE COMPANIES ACTS 1985-1989

PRIVATE COMPANY LIMITED BY SHARES

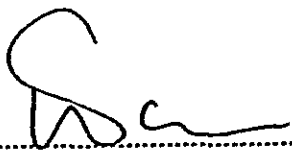
WRITTEN RESOLUTION OF USBORNE PUBLISHING LIMITED

DATED THIS 29TH DAY OF JANUARY 1993

WE, the undersigned, being all of the members of the Company who, at the date of this Resolution would be entitled to attend and vote at general meetings of the Company HEREBY PASS the following resolution as a Special Resolution and agree that the said Resolution shall, for all purposes be as valid and effective as if the same had been passed by us all at a general meeting of the company duly convened and held.

SPECIAL RESOLUTION

- i) THAT the terms of a proposed contract between the Company and Peter Usborne whereby the Company agrees to purchase 1,531 "A" Ordinary Shares of £1 each in the capital of the Company payable out of distributable profits of the Company be and is hereby approved.
- ii) THAT the terms of a proposed contract between the Company and Peter Usborne and Smith & Williamson Trust Corporation whereby the Company agrees to purchase 406 "A" Ordinary Shares of £1 each in the capital of the Company payable out of distributable profits of the Company be and is hereby approved.
- iii) THAT the terms of a proposed contract between the Company and Peter Usborne whereby the Company agrees to purchase 1,125 "A" Ordinary Shares of £1 each in the capital of the Company payable out of distributable profits of the Company be and is hereby approved.



PETER USBORNE



CORNELIE USBORNE