

THE COMPANIES ACT 1985 TO 1989

The Burnley Football & Athletic Company Limited ("the Company")
Company Number 54222

Take notice that the Company on 20th. December 2004 passed resolutions of which a print is set out below.

As an Ordinary Resolution

That, for all purposes (including, without limitation, section 320 of the Companies Act 1985), the terms of the proposed sale ("the sale") by the Company of land and buildings known as Turf Moor, Harry Potts Way, Burnley, Lancashire and Gawthorpe Training Ground, Home Farm, Habergham Drive, Lancashire BB12 8UA to Longside Properties Limited (a company registered in England number 5202619 and connected with Mr. Barry Kilby and Mr. John Sullivan, Directors of the Company) at the price of £3,000,000 on terms including the grant by Longside Properties Limited to the Company of a 99-year lease and an option ("the Option") to reacquire the land and buildings ("the Agreement") be and they are hereby approved and that the Directors (other than Mr. Kilby and Mr. Sullivan) be and they are hereby authorised to cause the Company to enter into the Agreement (with or without such amendments or corrections as they may in their absolute discretion think fit) and all other documents ancillary or related thereto and to take all other steps required to complete the transaction on such terms; and, in their absolute discretion, to exercise and complete the Option at any time in accordance with its terms and the purchase resulting therefrom.

As a Special Resolution

That the Articles of Association of the Company be and hereby are amended with effect from the end of the meeting passing this resolution by the deletion of Article 108 with the effect that the next Article after Article 107 shall be Article 109.

As a Special Resolution

That subject to the granting of approval by the Football Association, Football League or any other governing body whose consent to such an amendment is required the Articles of Association of the Company be and hereby are amended with effect from the end of the meeting passing this resolution by the replacement in Article 87 of the words "one fourth" whenever used by the words "one third".

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Secretary

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Date

