

Number of
Company : 270704 (England and Wales)

The Companies Act 1985
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

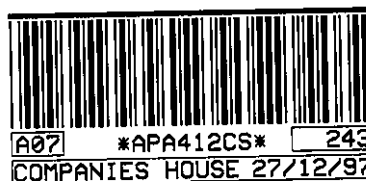
OTLEY CATTLE MARKET AUCTION LIMITED

(Pursuant to Section 378 of the Companies Act 1985)

Passed on 18th DECEMBER 1997

AT AN EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held at Bridge End, Newall, Otley, West Yorkshire on eighteenth day of December 1997 the subjoined **SPECIAL RESOLUTION** was duly passed vis:

That the Company agrees to ratify the contract entered into by the Directors prior to the date of this Meeting (a copy of which will be available for inspection at the Meeting) whereby the Company conditionally upon the passing of this Resolution agrees to sell the Bridge End Auction Mart to Parkmount Estate Company (Allerton) Limited at the sum of Three hundred and twenty five thousand pounds (£325,000) and in consideration of a Lease back of the said premises to the Company for the term of Twenty years at an initial annual rent of Thirty six thousand pounds (£36,000) with five yearly rent reviews and that the Directors be authorised to take such steps as are necessary for the purpose of completing the said Agreement and Lease back.



Signature
Company Secretary

Jm Lister

Date 19th December 1997