

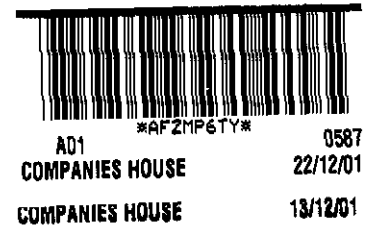
THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

PORTERS CORNER LIMITED
("the Company")

Passed on 28 November 2001



We, the undersigned, being all the Members for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings of the Company HEREBY PASS the following resolutions as Written Resolutions with the intention that the said resolutions shall, pursuant to Clause 53 of Table A (which Clause is embodied in the Articles of Association of the Company), for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

WRITTEN RESOLUTIONS

IT WAS RESOLVED:

1. To amend the Articles of Association of the Company by adding a new Article 24 as follows:-

" Purchase of Own Shares
24. Subject to and in accordance with the provisions of the Companies Act 1985 as amended (the Act) the Company may purchase any of its own shares of any class (including redeemable shares) at any price (whether above or below the nominal value of the shares), and make a payment in respect of such redemption or purchase of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares within such limits as may be specified by the Company in general meeting in compliance with the provisions of the Act and may enter into or vary any contract for such purchase. Any shares to be so purchased may be selected in any manner whatsoever. Every such purchase or contract providing for the purchase by the Company of shares in the Company shall be authorised by such resolution or resolutions of the Company as may be required by the Act. All shares so purchased shall be cancelled immediately upon completion of the purchase. Notwithstanding anything to the contrary contained in these Articles the rights and privileges attaching to any class of shares shall be deemed not to be modified or abrogated by anything done by the Company in pursuance of this Article."
2. To approve the Contingent Purchase Contract made between Robert Samuel Donaldson (1) and G E Donaldson, Constance M D Newbury, G W Newbury, J S Newbury, R P Smith (2) and George S Tayolor Limited (3) dated 1 November 2001 tabled at the meeting.

3. To approve the purchase by the Company of the following shares in furtherance of the Contingent Purchase Contract:-

Name	Address	No. of Ordinary Shares Held	No. of Preference Shares Held	Purchase Price pf £400 per Share	Retention of 7½%	Net figure to be paid per share
George Edward Donaldson	22 Church Vale Muswell Hill, London N2 9PA	175	50	£90,000	£6,750	£83,250
Constance Marion D Newbury	The Cottage 31 The Green Markfield Leicestershire	20		£8,000	£600	£7,400
Guy William Newbury	2 The Grange Earl Shilton Leicester LE9 7GT	375		£150,000	£11,250	£138,750
Jake Stephen Newbury	4 St Johns Close Hugglescote Coalville Leicestershire LE67 2FY <i>THE PRIORY BERRY HILL LANE LEICESTERSHIRE LE69 2FB</i>	375		£150,000	£11,250	£138,750
Robert Princep Smith	17 Perran Avenue Whitwick Coalville Leicestershire LE67 5PQ	50		£20,000	£1,500	£18,500
Totals		995	50	£418,000	£31,350	£386,650

The purchase price for the shares being £400 per share at the date hereof with 7½% thereof retained by the Company's solicitors pending the satisfaction of the conditions set out in the Contingent Purchase Contract. In the event that the value of the Shareholders fund shall be more than £1.8 million then the consideration for the shares shall be increased in accordance with the terms of the Contingent Purchase Contract.

Dated: 28 Nov. 2001

Mr G E Donaldson

Mr R S Donaldson

C M D Newbury

Mr G W Newbury

Mr J S Newbury

Mr R P Smith

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Guy William Newbury	2 The Grange Earl Shilton Leicester LE9 7GT	375		£150,000	£11,250	£138,750
Jake Stephen Newbury	4 St Johns Close Hugglescote Coalville Leicestershire LE07 2FY <i>THE PRIGBY BERRY HILL LANE DONNINGTON LE-HEATH COALVILLE LEICESTERSHIRE LE69 2FS</i>	375		£150,000	£11,250	£138,750
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Dated: ~~25 November~~ 2001

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Mr G E Donaldson

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Mr R S Donaldson

C. M. D. Newbury
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C M D Newbury

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Mr G W Newbury

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Dated: 28 November 2001

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Mr R S Donaldson

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C M D Newbury

G.W. Newbury
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