

The Companies Act 1985  
COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTION  
OF  
DAVID WHITEHEAD AND SONS LIMITED  
Company Number 909213

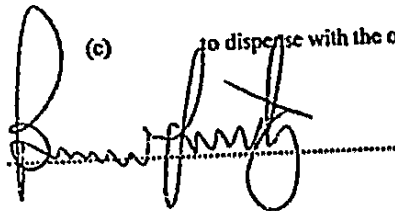
Pursuant to Section 381A of the Companies Act 1985  
Passed on 28 October 1996

I, the undersigned member of the above named Company being all the members who at the date hereof would be entitled to attend and vote at a general meeting of the Company, hereby resolve as follows:

**ELECTIVE RESOLUTION**

THAT the Company hereby elects:

- (a) to dispense with the laying of accounts and reports before the Company in general meeting, in accordance with Section 252;
- (b) to dispense with the holding of annual general meetings in accordance with Section 366(A);
- (c) to dispense with the obligation to appoint auditors annually.



B. Lavery

Date: 28 October 1996

