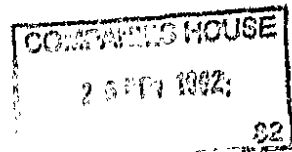


certified True copy of the
Original 24/11/92 Paisner & Co

Company Number: 2147473

BPL (HOLDINGS) LIMITED

("the Company")



MEMBERS' UNANIMOUS WRITTEN RESOLUTION

Passed on the 23 of November 1992

By this unanimous written resolution we, being all the members of the Company who would be entitled to attend and vote on the resolution set out below at a general meeting of the Company, HEREBY DECLARE unanimously that the following resolution be passed as a Special Resolution of the Company, namely:-

THAT the draft agreement for the purchase by the Company of all of the 66,990 B Ordinary Shares of £1 each in the capital of the Company from BPL Employee Trustees Limited, a copy of which is annexed hereto:-

- (i) be and it is hereby approved and that any Director be and is hereby authorised to execute the said agreement on behalf of the Company in the form of the draft produced with such modifications and additions as he might consider desirable in the circumstances and to exchange the same for a duplicate executed on behalf of BPL Employee Trustees Limited.
- (ii) that any Director be and is hereby authorised to do all such things and to approve the signatures and execution of and to sign and execute on behalf of the Company all such deeds and documents as he may consider necessary or desirable for the purpose of completing the said agreement or otherwise in connection therewith.

.....
SIGNED by A A H PALMER
for and on behalf of BPL
Employee Trustees Limited

.....
J C H BERRY

.....
A C PALMER

cont./

Company Number: 2147473

BPL (HOLDINGS) LIMITED

("the Company")


MEMBERS' UNANIMOUS WRITTEN RESOLUTION

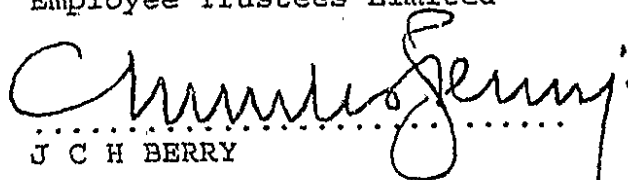
Passed on the 23 of November 1992

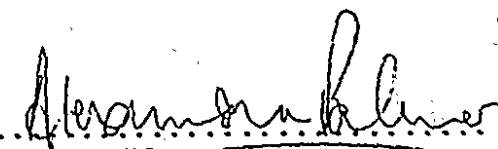
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SIGNED by A A H PALMER
for and on behalf of BPL
Employee Trustees Limited


.....
J C H BERRY


.....
A C PALMER

cont./

.....
R A W LYLE

Emma L. Miller
.....
E L MILLER

.....
M C DARROCH de HALDEVANG

P. G. Torrington
.....
P G TORRINGTON

S. L. Liu
.....
S L LIU

Dated: 23 November 1992

R A W Lyle
.....
R A W LYLE

Robert L Haldevang
.....
M C DARROCH de HALDEVANG

.....
E L MILLER

.....
P G TORRINGTON

.....
S L LIU

Dated: 23 November 1992