

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

-of-



COUNTY & SUBURBAN HOLDINGS LIMITED

(the "Company")

(Effective 15 September 2004)

The following resolution was duly agreed to by the members of the Company who would have been entitled to vote upon the resolution if it had been proposed at a general meeting of the Company at which they were present, in accordance with section 381A of the Companies Act 1985 (as amended) (the "Act") as a written resolution with effect from 15 September 2004:

SPECIAL RESOLUTION

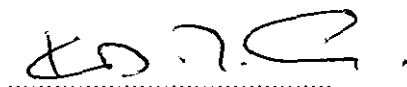
1. THAT:

- (a) subject to compliance with ss155-158 of the Companies Act 1985, the entry into and performance by the Company of the agreements listed below and such other deeds, certificates, instruments, notices, consents, requests, mandates and other documents to be entered into in connection therewith (together the "**Documents**") and the transactions and matters contemplated by the Documents is in the best interests of the Company and is hereby approved and such approval is given notwithstanding that the Company might be held to be giving financial assistance for the purposes of ss151 and 152 of the Act:
 - (i) a debenture to be entered into between the companies listed in schedule 1 thereto (including the Company) and Hypo Real Estate

Bank International as security trustee and trustee for itself and for each of the Finance Parties (as defined therein);

- (ii) an accession letter to be entered into by, inter alios, the Company in the form set out in a facility agreement dated 23 July 2004 between (1) Winten Limited (a company incorporated under the laws of Gibraltar with registered number 88370) (the "**Purchaser**") and (2) Hypo Real Estate Bank International as arranger, original lender, agent and original counterparty (the "**Facility Agreement**"), pursuant to which the Company agrees to become party to the Facility Agreement as an additional guarantor and to be bound by the terms of the Facility Agreement; and
 - (iii) an intra-group loan agreement to be entered into between the Purchaser as borrower and certain of its subsidiaries listed in the schedule thereto (including the Company) as lenders.
- (b) the giving of financial assistance by the Company by its entry into the Documents and the financial assistance procedures referred to in paragraph 8 of the draft minutes of a meeting of the Board of Directors of the Company attached to these written resolutions, be and are hereby approved; and
- (c) this resolution shall have effect notwithstanding any provision of the Company's articles of association.

Date: 15 September 2004



Chairman

FOR REIT (CORPORATE DIRECTORS) LIMITED