

COMPANY NUMBER: 2993253

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS OF

LONGWALL HOLDINGS LIMITED

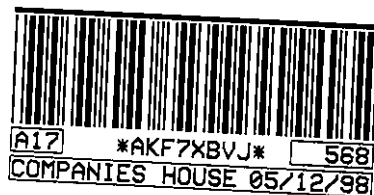
Passed on 31st day of March 1996

At an Extraordinary General Meeting of the Members of the above named Company duly convened on 31st day of March 1996 and held at 43 Great Portland Street London W1N 5DG the following Special Resolutions were duly passed:

IT WAS RESOLVED THAT the redemption would take place by the Company of 83750 "C" Preference Shares of £1 each and "D" Preference Shares of £1 each as authorised by the Articles of Association on the surrender of the share certificates from the Shareholders as shown in the attached Schedule.

IT WAS RESOLVED THAT 126136 "B" Ordinary Shares of £1 each be converted into, and redesignated as Deferred Shares of £1 each having the rights attaching to them as set out in the articles of association of the Company.

Nick R. P. R. Chairman ^{NE/S}
Chairman of the Meeting



SHARES REDEEMED BY THE COMPANY ON 31ST MARCH 1996

"C" PREFERENCE SHARES

83750 FROM MERA VERMOEGENSVERWALTUNGSESELL-SHAFT MBH

"D" PREFERENCE SHARES

11420	FROM	BETTESHANGER INV. LIMITED
15862	FROM	CLOVELLY INVESTMENTS LIMITED
12689	FROM	FONTERRA SA
12689	FROM	HORNBEAM LIMITED
12689	FROM	LEOPOLD JOSEPH & SONS (GUERNSEY) NOMINEES LIMITED
1269	FROM	SIR RONALD GRIERSON
105322	FROM	SAYRO VENTURES LIMITED
50758	FROM	TINICUM INVESTORS
12689	FROM	SIR WILLIAM RICHARD BENYON
15862	FROM	WEST WIND SECURITIES LIMITED

Totals "C" Preference Shares 83750

"D" Preference Shares 251249