

No. of Company.....3182660.....4

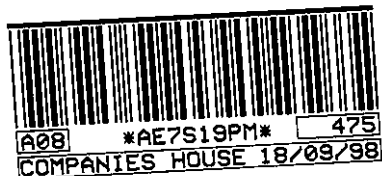
(a) Insert name
of Company

(a) DERWENT VALLEY TRUST

SPECIAL RESOLUTION

pursuant to Section 378 (2) of the Companies Act 1985

passed on the 15 September 1998.



At an EXTRAORDINARY GENERAL MEETING of the above-named Company
held at Cromford Mill, Cromford, Derbyshire on Tues day the 15th
day of September 1998, the following resolution(s) ^{was} ~~was/were~~ (b) duly
passed as a (b) SPECIAL RESOLUTION (S) (b) :-

(b) Delete as
necessary

THAT the Articles of Association of the Company be amended by deleting
from ARTICLE 64.2.2 "High Peak Borough Council, Peak Park Planning
Board" and substituting therefor "South Derbyshire District Council,
Peak District National Park Authority"

(c) This notice must
be signed by the
Chairman, a Director
or the Secretary of
the Company

Signed (c)

B. A. Hallam
Secretary

N.B. This notice must be forwarded to the Registrar of Companies within 15 days after
the passing of the resolution(s) (see overleaf).

NOTE :- Section 380(1) of the Companies Act 1985 requires a printed copy of every resolution or agreement to which the section applies to be forwarded to the Registrar of Companies within 15 days after the passing or making thereof.

However the Registrar of Companies accepts copy resolutions or agreements produced by any of the following processes :-

Letterpress, Gravure, Lithography, Stencil duplicating, Offset Lithography, "Office" Type - Set, Electrostatic Photocopying, "Photostat" or similar processes properly processed and washed, or if produced by spirit duplicator or if typed.

A document will not be accepted if its general appearance, legibility format or durability is unsuitable for publication or use on the file kept by the Registrar.