

(a) Insert name
of Company

(a).....DERWENT VALLEY TRUST.....

SPECIAL RESOLUTION

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

passed on the 30th July 1996.

At an EXTRAORDINARY GENERAL MEETING of the above-named Company
held at *Town Hall Ripley Derbyshire* on *Tuesday* day the 30th
day of *July* 1996, the following resolution(s) was/were (b) duly
passed as a (b) SPECIAL RESOLUTION(S) (b) :-

(b) Delete as
necessary

1 That the Memorandum of Association be amended by:

deleting from the primary objects clause the words "develop an integrated network of interpretative and visitor facilities in the area of benefit" and substituting therefor "advance the education of the public by developing an integrated network of facilities to assist the public in understanding and interpreting the area of benefit"

by beginning sub clause 3.2 with the words "Subject to any consent required by law"

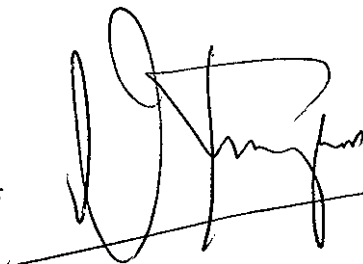
by adding at the end of clause 3.6 the words "provided that the Company shall not undertake any permanent trading activities in raising funds for the objects of the Company"

by inserting in clause 3.13 between the words "persons whether" the words "not being a Director"

by deleting clause 3.17 and substituting therefore "to cause to be written and printed or otherwise reproduced and circulated, gratuitously or otherwise periodicals, magazines, books, leaflets or other documents or films or recorded tapes;

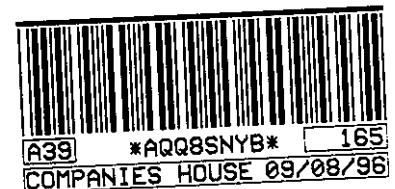
2 That the Articles of Association be amended by deleting Article 34 and renumbering Article 33.3 as new Article 34

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



Signed (c)

Director



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.