

**THE COMPANIES ACT 1985**  
**COMPANY LIMITED BY SHARES**

**ORDINARY RESOLUTION**

of

**MORGAN SINDALL PLC**  
("the Company")

**Passed the 16th day of March 1998**

At an Extraordinary General Meeting of the above-named Company duly convened and held on the 16th day of March 1998 the following Resolution was duly proposed and passed as an Ordinary Resolution.

**ORDINARY RESOLUTION**

THAT the proposed disposal by the Company of the property known as The Paddocks, Cherry Hinton Road, Cambridge pursuant to the terms and subject to the conditions of an agreement dated 29 January 1998 (the "Disposal Agreement") made between the Company and the Trustees of the Bedford Estate be and is hereby approved and the Directors be and are hereby authorised to do all such acts and things and execute all such documents as they may in their absolute discretion consider necessary and/or desirable in order to implement and complete the Disposal Agreement in accordance with its terms, subject to such immaterial amendments or variations thereto as the Directors may in their absolute discretion think fit.

.....  
**Chairman**

