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THE COMPANIES ACT 1985**SPECIAL RESOLUTION****BRUNAPPLE LIMITED****COMPANY NO 1356000**

Passed the 14th day of AUGUST 1997
At an Extraordinary General Meeting of the above named Company duly convened and held
at THE HOUSE, SALFORD on the 14th day of AUGUST 1997 the
undermentioned Resolutions were duly passed as Special Resolutions

1. **SPECIAL RESOLUTION**

That the following clause be included in the Articles of Association.

ASSOCIATE AND OTHER DIRECTORS

The Directors may from time to time and at any time, pursuant to this Article appoint any other person to any place with such descriptive title, including that of director (whether as Associate, Executive, Group Divisional, Departmental, Deputy Assistant, Local Advisory Director or otherwise) as the directors may determine, may define, limit, vary and restrict the powers, authorities and discretions of persons so appointed and may fix and determine their remuneration and duties and subject to any contract between him and the Company may remove from such post any person so appointed. A person so appointed shall not be a director of the Company for any of the purposes of these Articles or of the Companies Act 1985 or otherwise and accordingly shall not be a member of the Board or of any Committee hereof, nor shall be entitled to be present at any meeting of the Board or of any such committee except at the request of the Board or of such Committee and if present at such request he shall not be entitled to vote thereat.

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2.

SPECIAL RESOLUTION

That the following clause be inserted in the Memorandum of Association as clause (x).

- (x) To the extent permitted by law, to give financial assistance for the purpose of the acquisition of shares of the company or for the purpose of reducing or discharging a liability incurred for the purpose of such an acquisition and to give such assistance by means of a gift, loan, guarantee, indemnity the provision of security or otherwise.

L. Bold

CHAIRMAN