

05 - 11 - 97

Company No. 3441742

The Companies Act 1985
Company Limited by Shares
Elective Resolutions
of
CW Leasing FC3 Limited

Passed 29 October 1997

At the Extraordinary General Meeting of CW Leasing FC3 Limited on 29 October 1997, the following Resolutions were duly passed as Elective Resolutions of the Company:

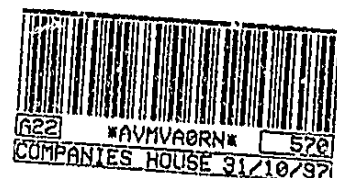
Elective Resolutions

"That in accordance with the provisions of the Companies Act 1985, the Company hereby elects for its current financial year ending 30th June 1998 and future financial years:

- 1) To dispense with the holding of Annual General Meetings in accordance with S366A of the Companies Act 1985,
- 2) To dispense with the laying of Accounts and Directors' Report before such Meeting, in accordance with S252 of the Companies Act 1985 and
- 3) To dispense with the annual reappointment of the auditors in accordance with S386 of the Companies Act 1985."



Chairman of the Meeting



05 - 11 - 97

Company No. 3441742

The Companies Act 1985

Company Limited by Shares

Ordinary Resolution

of

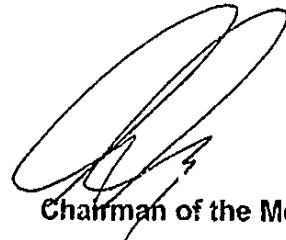
CW Leasing FC3 Limited

Passed 29th October 1997

At the Extraordinary General Meeting of CW Leasing FC3 Limited on 29 October 1997, the following Resolution was duly passed as an **Ordinary Resolution** of the Company:

Ordinary Resolution

"IT WAS RESOLVED THAT the Directors be and they are hereby authorised to fix the remuneration of the auditors annually, for the duration of their appointment."



Chairman of the Meeting

