

AT THE EXTRAORDINARY GENERAL MEETING OF
WILLIAM LAWRENCE LIMITED
HELD ON 28 JULY 2000
THE FOLLOWING RESOLUTIONS WERE PASSED:-

SPECIAL RESOLUTION

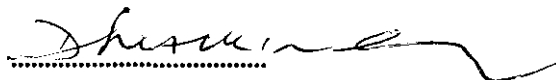
1. That the Company be wound up Voluntarily.

ORDINARY RESOLUTIONS

2. That for the purposes of an internal administrative reduction exercise of The Spring Ram Corporation Plc which will have no effect on the continued trade of its former subsidiary Stag Furniture Limited, Gerald Ian Rankin and Nicholas Edward Reed of PricewaterhouseCoopers, 9 Bond Court, Leeds LS1 2TW be and are hereby appointed Joint Liquidators of the Company for the purposes of such winding up, and any act required or authorised under any enactment to be done by the Joint Liquidators is to be done by all or any one or more of the persons for the time being holding office.
3. That the Joint Liquidators' fees be fixed by reference to the time properly given by the Joint Liquidators and their staff in attending to matters arising in the winding up, including those falling outside of statutory duties, undertaken at the request of the sole member.

EXTRAORDINARY RESOLUTIONS

4. That in accordance with the provisions of the company's Articles of Association, the Joint Liquidators be and are hereby authorised to:-
 - (a) distribute to the sole member of the Company in specie the whole or any part of the assets of the Company.
 - (b) value any assets and determine how the distribution shall be carried out as between the sole member and/or
 - (c) vest the whole or any part of the assets in trustees upon such trust for the benefit of the sole member as the Joint Liquidators so determine, but no member shall be compelled to accept any assets upon which there is a liability.
5. That pursuant to section 165(2)(a) of the Insolvency Act 1986, the Joint Liquidators be authorised to exercise any of the powers specified in Part I of Schedule 4 to the said Act.



Mr D S Mackinnon
Chairman of the Meeting

