

Company Number: 107414

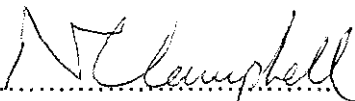
**THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION OF THE SOLE SHAREHOLDER OF  
BABCOCK MANAGEMENT LIMITED ("the Company")**

(passed on 13th February, 2002)

We, Babcock Investments Limited, being the sole member for the time being of the Company hereby resolve as follows:

1. That the Memorandum of Association of the Company be and is hereby amended by inserting after the word "persons" at the end of the existing paragraph 3(h) thereof the words "and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary, fellow subsidiary or associate company)."
2. That this resolution has effect notwithstanding any provision of the Company's articles of association.

  
.....  
Duly Authorised for and on behalf of  
Babcock Investments Limited

Dated: 13<sup>th</sup> February 2002

