

Company Number: 01196721

THE COMPANIES ACT 1985-1989
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION

of

GE CAPITAL INFORMATION TECHNOLOGY SOLUTIONS LIMITED
("the Company")

WE, the undersigned, being the sole Member for the time being entitled to receive notice of and to attend and vote at general meetings of the Company, pass the following resolutions pursuant to s381A of the Companies Act 1985 and agree that such resolutions shall be for all purposes as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held. We hereby waive any class rights we may have.

Ordinary Resolution

That:-

- 1.1 the directors of GE Capital Information Technology Solutions Limited confirm that the Company does not have sufficient assets to repay the sum of £3,138,125 currently outstanding in favour of GE Capital International Holdings Corporation; and
- 1.2 the directors be authorised and directed to request that the sum of £3,138,125 owed to GE Capital International Holdings Corporation be written off and confirm that the writing off of the Loan is in the best interests of the Company.

Signed for and on behalf of GE Capital
Information Technology Holdings

Ramona A. Green

Authorised signatory

Dated: **1 July** 2003

