

Registered Number: 02372343

THE COMPANIES ACTS

EAGLE STAR TRUST COMPANY LIMITED
(the "Company")

PRIVATE COMPANY LIMITED BY SHARES

**SHAREHOLDER'S WRITTEN RESOLUTION
PURSUANT TO SECTION 381A OF THE
COMPANIES ACT 1985**

We, the undersigned, being the sole member of the Company who, at the date of this resolution, is entitled to attend and vote at a general meeting of the Company **HEREBY RESOLVE** in writing pursuant to section 381A of the Companies Act 1985 (as amended) as follows:

SPECIAL RESOLUTION

THAT the issued share capital of the Company be reduced to £1 by cancelling and extinguishing 249,999 Ordinary Shares in the capital of the Company and an amount equal to the aggregate amount of such reduction of share capital be credited to the Company's distributable reserves.

Sole Member:



Date: 27 July 2004

as authorised representative for
**Eagle Star Life Assurance
Company Limited**

