



Company Number 2619854

THE COMPANIES ACT 1985

-and-

THE COMPANIES ACT 1989
(the "Act")



PRIVATE COMPANY LIMITED BY SHARES

UNANIMOUS WRITTEN RESOLUTION

Of

PREBON YAMANE INTERNATIONAL LIMITED
(the "Company")

passed on 11 November 2004

I, the undersigned being the authorised agent of the member of the Company having the right to vote at general meetings signify its assent to the passing of the resolution set out below under the provisions of section 381(A) of the Act to the effect that such resolution, which would otherwise be required to be passed as an Ordinary Resolution, shall be deemed to be as effective as if it had been passed at a General Meeting of the Company duly convened and held.

WRITTEN RESOLUTIONS

THAT Deloitte & Touche LLP be appointed auditors of the Company (to fill the vacancy arising by reason of the resignation of PricewaterhouseCoopers LLP), to hold office until the termination of such office.

IT IS NOTED THAT the attached letter of resignation from PricewaterhouseCoopers LLP states that there are no circumstances connected with their resignation which they consider should be brought to the notice of the shareholders or creditors of the Company.

Signed by Stephen Jack
For and on behalf of
Fulton Prebon Group Limited

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