

Certified a true copy of the original

Juliet Dearlove

Juliet Dearlove
Company Secretary

Company Number 2627770

THE COMPANIES ACT 1985

-and-

THE COMPANIES ACT 1989
(the "Act")



PRIVATE COMPANY LIMITED BY SHARES

UNANIMOUS WRITTEN RESOLUTION

Of

PREBON INVESTMENTS LIMITED
(the "Company")

passed on 26 February 2003

We, the undersigned being the authorised agents of the members of the Company having the right to vote at general meetings signify our assent to the passing of the resolutions set out below under the provisions of section 381(A) of the Act to the effect that such resolutions, which would otherwise be required to be passed as Ordinary Resolutions, shall be deemed to be as effective as if they had been passed at a General Meeting of the Company duly convened and held.

WRITTEN RESOLUTIONS

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

THAT PricewaterhouseCoopers LLP take over the existing engagement letter between the Company and PricewaterhouseCoopers with immediate effect, on identical terms and conditions (but reading references to any PricewaterhouseCoopers entity or person as references to the corresponding PricewaterhouseCoopers LLP entity or person.)

IT IS NOTED THAT the attached letter of resignation from PricewaterhouseCoopers states that there are no circumstances connected with their resignation which they

"FOR INFORMATION ONLY"

RESOLUTION PROCESSED SEPARATELY

consider should be brought to the notice of the shareholders or creditors of the Company.

Signed by Arthur Hughes
For and on behalf of
Fulton Prebon Group Limited

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Signed by Juliet Dearlove
For and on behalf of
Prebon Nominees Limited

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