

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

WRITTEN RECORD OF DECISION

OF THE SOLE MEMBER OF

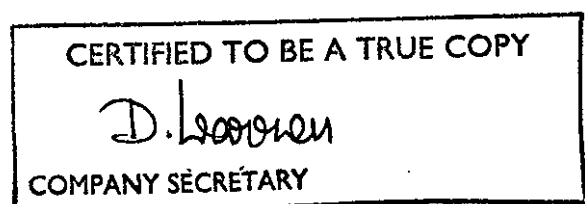
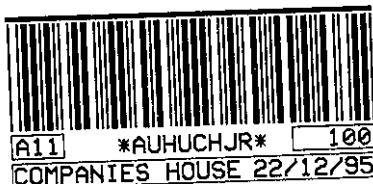
PRIMARK INFORMATION SERVICES U.K. LIMITED

(Taken ~~1994~~ December 1995)

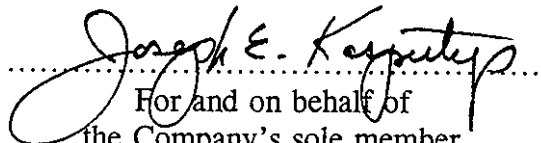
In accordance with section 382B Companies Act 1985 the following decisions were taken by the sole member of the Company and Resolutions 1 to 5 take effect as if passed as Elective Resolutions.

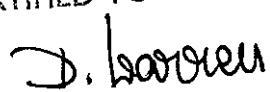
ELECTIVE RESOLUTIONS

- 1 THAT the Company hereby elects pursuant to section 80A(1) of the Companies Act 1985 ("the Act") that the provisions of section 80A of the Act shall apply, instead of the provisions of section 80(4) and (5) of the Act, in relation to the giving or renewal hereafter of an authority under that section for the allotment by the Company of relevant securities (as defined in Part IV of the Act).
- 2 THAT the Company hereby elects pursuant to section 252(1) of the Companies Act 1985 to dispense with the laying before the Company in general meeting of accounts and reports for the current financial year of the Company and all subsequent financial years.
- 3 THAT the Company hereby elects pursuant to section 366A(1) of the Companies Act 1985 to dispense with the holding of annual general meetings for the current year and all subsequent years.



- 4 . THAT the Company hereby elects pursuant to sections 369(4) and 378(3) of the Companies Act 1985 that the provisions of those sub-sections shall have effect in relation to the Company as if for the references therein to 95 per cent. there were substituted references to 90 per cent..
- 5 THAT the Company hereby elects pursuant to section 386(1) of the Companies Act 1985 to dispense with the obligation to appoint auditors annually.


.....
For and on behalf of
the Company's sole member
Primark Holding Corporation

CERTIFIED TO BE A TRUE COPY

COMPANY SECRETARY