

Company No. 03234745

THE COMPANIES ACTS 1985 AND 1989  
PRIVATE COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTION  
OF  
ESP CONNECTIONS LIMITED  
(the "Company")

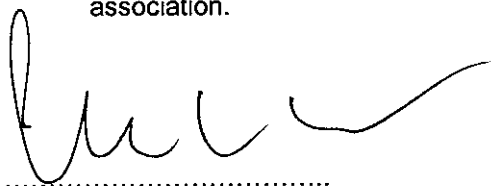
We, the undersigned, being the sole member of the Company who, at the date of this resolution would be entitled to attend and vote at general meetings of the Company, HEREBY PASS the following written resolution (pursuant to regulation 11 in the articles of association of the Company) as a special resolution and agree that the said resolution shall, for all purposes be as valid and effective as if the same had been passed by us at a general meeting of the Company duly convened and held:

THAT, subject to compliance with sections 155-158 of the Companies Act 1985:

1. the giving of financial assistance (as defined in section 152 of the Companies Act 1985 (the "Act")) by the Company to Kellen Venture Limited ("Kellen") for the purpose of reducing a liability incurred by Kellen in the acquisition by Kellen of the entire issued share capital of the Company on 20 May 2005 and the proposed execution, delivery and performance of the terms and arrangements as described in the statutory declaration made pursuant to section 155(6) of the Act, a copy of which has been produced to us, be and is hereby approved;
2. the Company approves of, and the Company be and is hereby authorised to execute, the intercompany loan agreement between Kellen and the Company the ("Loan Agreement") whose terms include the following:
  - 2.1 the loan amount ("the Loan") is £12,500,000 or less;
  - 2.2 interest is payable on the Loan at a rate of LIBOR plus 2.25%;
  - 2.3 interest accrues on the Loan daily from 20 May 2005 and is compounded on 20 November and 20 May in each year of the term of the Loan Agreement;
  - 2.4 the Loan (and accrued interest) is repayable as and when the Company has funds available for this purpose;
  - 2.5 the final date for the Company to repay the loan is ten years after the date of the Loan Agreement.
3. the execution of the Loan Agreement and the assumption of its obligations thereunder is in the best interests of the Company and the approval of the Company to enter into the Loan Agreement is given and authorised notwithstanding that the Company is entering into the Loan Agreement for the purposes of assisting Kellen to reduce a liability incurred by Kellen in the acquisition by Kellen of the entire issued share capital of the Company on 20 May 2005 and that the Company might be held to be giving financial assistance for the purposes of sections 151 and 152 of the Companies Act 1985; and



4. this resolution shall have effect notwithstanding any provision of the Company's articles of association.

A handwritten signature in black ink, consisting of a large initial 'L' followed by several loops and a long horizontal stroke extending to the right.

.....  
**Duly authorised for**  
**Kellen Venture Limited**

Dated: 22 September 2005