

GMAC-RFC Holdings Limited

Number: 3471082

ORDINARY RESOLUTIONS:

1. **IT IS RESOLVED** that the report of the directors and the audited accounts for the year ended 31 December 2001 are hereby approved.
2. **IT IS RESOLVED** that PricewaterhouseCoopers be re-elected as auditors of the Company to hold office until the conclusion of the next financial period and that any of the Directors be authorised to fix the remuneration of the auditors from time to time.


Corporate Representative

1st August 2002

