

CONSUMER FINANCE HOLDINGS LIMITED
("the Company")

Company No: 03621089

Passed: 10 March 2005

The Companies Acts 1985 and 1989

At the Annual General Meeting of the above-named Company duly convened and held at the offices of SPV Management Limited, Tower 42 (Level 11), 25 Old Broad Street, London, EC2N 1HQ on 10 March 2005 at 10.00am the following Resolutions were unanimously passed as Elective Resolutions.

Elective Resolutions

1. *"That pursuant to Section 366A of the Companies Act 1985 (as amended), the company hereby elects to dispense with the holding of Annual General Meetings in 2006 and subsequent years."*
2. *"That the Company elect to dispense with the obligation to appoint auditors annually pursuant to Section 386 of the Companies Act 1985 (as amended) and to authorise the directors to fix their remuneration from time to time as they should think fit."*
3. *"That pursuant to Section 252 of the Companies Act 1985 (as amended), the company hereby elects to dispense with the laying of accounts and reports before the company in general meeting."*

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Chairman

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Date

10/3/05

