Company Number 3769030

WRITTEN RESOLUTIONS OF THE SHAREHOLDERS OF
GOLDMAN SACHS GROUP HOLDINGS (U.K.)
(the "Company")

The undersigned being the members for the time being of the Company entitled to receive notice and attend and vote at a general meeting of the Company, hereby pass the following resolutions and agree that pursuant to Section 381A of the Companies Act 1985, such resolutions shall for all purposes be as valid and effective as if they had been passed at a general meeting of the Company duly convened and held.

Subject to and contingent upon the consent of the holders of the Ordinary Shares of $0.01 each (the Ordinary Shares") and the holder of the Preference Shares of $0.01 each (the "Preference Shares") in the capital of the Company being obtained, it is hereby:

SPECIAL RESOLUTIONS

RESOLVED, that:

(a)   the Company's authorised share capital be increased by $20,000,000 by the creation of 2,000,000,000 Ordinary Shares of $0.01 each in the capital of the Company;

(b)   the Directors be generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities in accordance with Section 80 of the Companies Act 1985; and

(c)   the Articles of Association of the Company be amended by substituting them with the Articles of Association in the form attached to this written resolution, reflecting the increase in authorised shares.
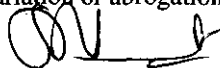
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Goldman Sachs (UK) L.L.C.

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Goldman Sachs Holdings (U.K)

Dated: 30 November 2001

We, being the holder of the Preference Shares in issue hereby consent to the passing of the above resolutions and any variation or abrogation of our rights arising therefrom.

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Goldman Sachs (UK) L.L.C.

Dated: 30 November 2001

We, being the holders of the Ordinary Shares in issue hereby consent to the passing of the above resolutions and any variation or abrogation of our rights arising therefrom

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Goldman Sachs (UK) L.L.C.

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Goldman Sachs Holdings (U.K)

Dated: 30 November 2001