

Company No. 4022350

Written resolutions of the "A" ordinary shareholders of
Cofunds Holdings Limited (the "Company")
Passed pursuant to Regulation 53 of Table A set out in the Schedule
To the Companies (Tables A to F) Regulations 1985
As incorporated in the articles of association of the Company
(as amended) by article 7

We, the undersigned, being the holders of all the "A" ordinary shares of 1p each in the capital of the Company in issue for the time being and all the members entitled to receive notice of and to attend and vote at general meetings, **HEREBY RESOLVE** the following with the intent that the resolutions set out at 1 and 2 below shall have effect as if each had been passed as an ordinary resolution, and the resolution set out at 3 below shall have effect as if it had been passed as a special resolution, at such a meeting duly convened and held:

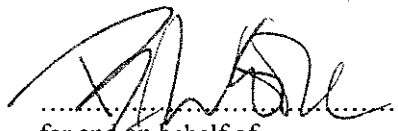
ORDINARY RESOLUTIONS

1. THAT the authorised share capital of the Company be and is hereby increased by £133,537.96 from £2,086,363.19 to £2,219,901.15 by the creation of 13,353,796 new "A" ordinary shares of 1p in the issued and authorised share capital of the Company and having such rights as are set out in the articles of association of the Company as amended pursuant to resolution 3 below: and
2. THAT for the purposes of section 80 of the Companies Act 1985 and in substitution for any earlier such authority, the Directors be and they are hereby generally and unconditionally authorised to allot relevant securities (as defined in that section) up to a maximum nominal value equal to the authorised but as yet unissued share capital of the Company at the date of passing this resolution provided that this authority shall expire five years after the passing of this resolution unless previously renewed, revoked or varied any way.



SPECIAL RESOLUTION

3. THAT the directors be and they are hereby empowered pursuant to section 95 of the Companies Act 1985 to allot relevant securities (as defined in that section) up to a maximum nominal value equal to the authorised but as yet unissued share capital of the Company at the date of passing this resolution as if section 89(1) of the Companies Act 1985 did not apply to such allotment. This power shall expire on the date of the next annual general meeting of the Company except to the extent that the same is renewed or extended prior to or at such a meeting, save that the Company may make any offer or agreement before the expiry of this power which would or might require the shares to be allotted after it has expired and the directors may allot the shares in pursuance of any such offer or agreement as if the power conferred hereby had not expired.


.....
for and on behalf of
NEWHOUSE CAPITAL PARTNERS, LLC
Date: 8 April 2004

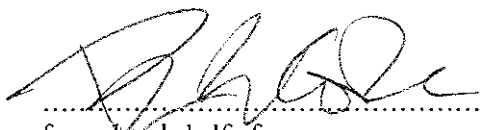
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for and on behalf of
JUPITER INTERNATIONAL GROUP PLC
Date: 2004

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for and on behalf of
M&G LIMITED
Date: 2004

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**THREADNEEDLE ASSET MANAGEMENT
HOLDINGS LIMITED**
Date: 2004

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for and on behalf of
**INTERNATIONAL FINANCIAL DATA
SERVICES LIMITED**
Date: 2004

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for and on behalf of
**BOSTON FINANCIAL DATA SERVICES
INC**
Date: 2004


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Date: 8 April 2004

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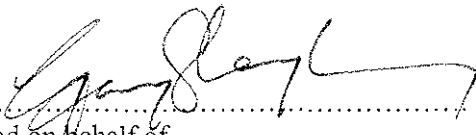
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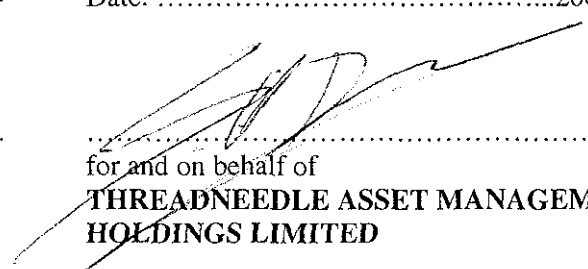
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