

No. 4086466

RCD1 LIMITED

MEMBER'S WRITTEN RESOLUTION

We, the undersigned, being the sole member of the Company who (at the date hereof) would have been entitled to vote upon the resolution set out below if they had been proposed at a general meeting at which we were present, hereby agree:-

- (a) pursuant to regulation 53 of Table A (adopted by article 1.1 of the Company's articles of association) to the passing of the resolution set out below (which would otherwise be required to be passed as an ordinary resolution) by way of written resolution; and
- (b) to every variation or abrogation of the rights attaching to any class of shares of which we are a holder involved in or requisite to give effect to such a resolution.

RESOLUTION

THAT for the purposes of section 320 of the Companies Act 1985, the acquisition by the Company of the whole of the issued share capital of Northern & Shell Network Limited from Guinness Flight Trustées S.A.R.L., a person connected with Mr Richard Desmond, a director of the company, be approved.


Authorised Signatory

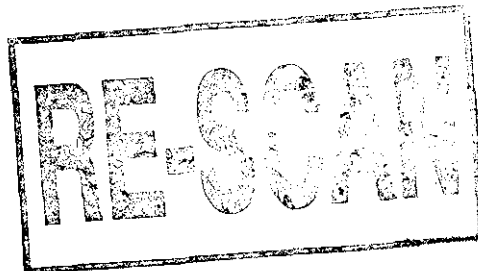

Authorised Signatory

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for and on behalf of

Guinness Flight Trustee S.A.R.L.

(as trustee of The Richard Clive Desmond N&S No.1 Settlement, The Richard Clive Desmond N&S No.2 Settlement, The Richard Clive Desmond N&S No.3 Settlement and The Richard Clive Desmond PRL Settlement)

Date: **27** October 2000



30/11/01. 112