



Written Resolutions of Stanhope Finance Limited (company no. 04288193)
(the "Company")
in accordance with the Articles of Association
of the Company

We, being all the Members of the Company entitled to attend and vote at general meetings of the Company hereby resolve as follows

Special Resolutions

- 1 That the authorised share capital of the Company be increased from £397,000 to £497 000 divided into 270,000 A Ordinary Shares of £1 each, 200,000 B Ordinary Shares of £1 each and 22,000 Series A Financing Securities of £1 each and 5,000 Series B Financing Securities of £1 each by the creation of 100,000 B Ordinary Shares of £1 each in the capital of the Company each ranking pari passu in all respects with the existing B Ordinary Shares of the Company,

and that every variation or abrogation of the special rights attached to any shares in the capital of the Company held by us or any of us respectively which is or may be involved in or affected by the passing and implementation of such Resolutions be and is hereby sanctioned

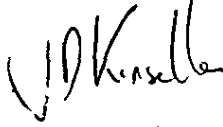
Ordinary Resolution

- 1 THAT subject to and conditional upon Resolution 1
- (a) the Directors be generally and unconditionally authorised pursuant to and in accordance with Section 80 of the Companies Act 1985 (the "Act") to exercise all the powers of the Company to allot relevant securities up to an aggregate nominal amount of £100,000,
 - (b) such authority to allot shall expire on the date of the next annual general meeting of the Company and shall be in substitution for all previous authorities pursuant to Section 80 of the Act, which are hereby revoked, without prejudice to any allotment of securities pursuant thereto,

Special Resolution

- 2 THAT subject to and conditional upon Resolution 2
- (a) pursuant to and during the period of the said authority the Directors be empowered to allot equity securities wholly for cash as if Section 89(1) of the Act did not apply to any such allotment,
 - (b) by such authority and power to allot the Directors may during such period make offers or agreements which would or might require securities to be allotted after the expiry of such period, and
- 3 for the purposes of these Resolutions
- (a) the nominal amount of any securities shall be taken to be, in the case of rights to subscribe for or convert any securities into shares of the Company, the nominal amount of such shares which may be allotted pursuant to such rights, and

- (b) words and expressions defined in or for the purposes of Part IV of the Act shall bear the same meanings herein



Signed on behalf of
Anglesea LLC

28th June 2007

Date

Signed on behalf of
Cliffrange plc

Date

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of the Company

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- and that every variation or abrogation of the special rights attached to any shares in the capital of the Company held by us or any of us respectively which is or may be involved in or affected by the passing and implementation of such Resolutions be and is hereby sanctioned

Ordinary Resolution

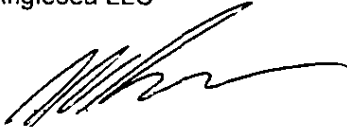
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- (b) words and expressions defined in or for the purposes of Part IV of the Act shall bear the same meanings herein

Signed on behalf of
Anglesea LLC



Date

22/6/07

Signed on behalf of
Cliffrange plc

Date