

The Companies Act 1985

Private Company Limited by Shares

WRITTEN RESOLUTION

of

THE FOLGATE PARTNERSHIP LIMITED

(Registered in England & Wales under number 4317421)


Pursuant to section 381A of the Companies Act 1985 (as amended)

Passed the 11th day of AUGUST 2004

We, the undersigned members of the above-named company (the "Company"), being all those members for the time being of the Company entitled to receive notice of and to attend and vote at a General Meeting of the Company, hereby resolve to pass the following resolutions to take effect as ordinary resolutions of the Company pursuant to section 381A of the Act.

ORDINARY RESOLUTIONS

1. That in accordance with section 320 of the Companies Act 1985, the terms of and entry by Folgate (HHHB) Limited, a subsidiary of the Company, into the transaction contemplated in the Agreement relating to the sale of certain of its business and assets between Towergate Underwriting Group Limited and the Company, be and is hereby approved, ratified and confirmed.
2. That in accordance with section 320 of the Companies Act 1985 Folgate Risk Solutions (Kent) Limited, a subsidiary of the Company, entering into an agreement for lease and lease for a property known as Plot 3, Chaucer Business Park, Whitstable which is owned by, inter alia, Mr Peter Cullum, a director of the Company, be and is hereby approved, ratified and confirmed.


Signed.....
Peter Cullum

Signed.....
Andrew Homer

