

THE COMPANIES ACT 1985 (AS AMENDED)

Company limited by shares

RESOLUTIONS

of

TRUSHELFCO (NO.2918) LIMITED



At an Extraordinary General Meeting of the above-named Company duly convened and held on 19th December, 2002 the following resolutions were passed, resolutions 1, 2 and 3 as special resolutions and resolutions 4 and 5 as ordinary resolutions:

SPECIAL RESOLUTIONS

1. That the name of the Company be changed to London & European Insurance Management Company Ltd.
2. That the objects of the Company be altered by the following amendments to clause 3 of its memorandum of association:
 - a) the deletion of sub-clause 3.1 and the substitution of the following new sub-clause in its place:

"3.1 To carry on any and all types of insurance business both presently known and to be devised (including, but without limitation, title insurance) together with the services and functions necessary and incidental, or otherwise related thereto, including without limitation:

 - i) insuring, guaranteeing or indemnifying of owners, lessees, mortgagees and other parties holding an interest in real and/or personal property against loss or damage by reason of challenges to, defects in, encumbrances or restrictions upon, or the lack of marketability of, the title to such property;
 - ii) insuring or otherwise guaranteeing the correctness of, or absence of adverse entries in replies to, searches relating to the title to real and/or personal property;
 - iii) insuring the status, priority and enforceability of mortgages and other charges affecting real and/or personal property, and the performance

of those services and acts as may be necessary to assure such status, priority and enforceability, including but not limited to the disbursement of construction loan proceeds and the guaranteeing of the sufficiency of those proceeds for the purposes intended;

- iv) indemnifying against loss or damage from the enforceability of restrictive covenants affecting real and/or personal property; and
- v) insuring, guaranteeing or indemnifying against loss or damage in the transfer of title, settlement, closing or completion of real and/or personal property transactions.”;

- b) the addition of the following two sub-clauses and the subsequent renumbering of the further sub-clauses of clause 3:

“3.2 To purchase and deal in and lend on life, reversionary, and other interests in property of all kinds whether absolute or contingent or expectant, and whether determinable or not, and to acquire, lend money on, redeem, cancel or extinguish by purchase, surrender, or otherwise any policy, security, grant or contract issued, made or taken over or entered into by the company.

3.3 To underwrite, assure, re-insure, re-assure, counter-insure and counter-assure all or any risks and to undertake all kinds of underwriting, assurance, re-insurance, re-assurance, counter-insurance and counter-assurance connected with any of the business mentioned above.”;

- c) the replacement of the word “or” with the words “and/or” in the phrase “real or personal” contained in the second line of sub-clause 3.4 (as renumbered); and
- d) the addition of the following words into the second line of sub-clause 3.10 (as renumbered) (after the words “and in particular (without prejudice to the generality of the foregoing)”):

“i) to enter into contracts of guarantee or indemnity against any and every description of risk, loss or liability whatsoever or against loss, whether direct or indirect, arising from the happening of any event whatsoever and ii)”.

- 3. That the regulations contained in the document produced to the meeting and for the purpose of identification signed by the chairman thereof be approved and adopted as the articles of association of the Company in substitution for and to the exclusion of all existing articles of association thereof.

- 4. That the authorised share capital of the Company be increased to £5,000,000 by the creation of 4,999,900 additional Ordinary Shares of £1 each.

5. That, pursuant to section 80 of the Companies Act 1985, the directors be authorised generally and unconditionally to allot relevant securities (as defined in section 80 of the Companies Act 1985) up to an aggregate nominal amount of £4,999,998 provided that this authority, unless renewed, shall expire on the date five years from the date on which this resolution is passed save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot the relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.



Chairman of the meeting