

Company Number: 4668969

**The Companies Acts 1985 to 1989**

**Written Resolution**

**Of**

**ICAP America Investments Ltd**

We the undersigned being all the members of the company for the time being having the right to attend and vote at general meetings hereby pass the following resolution as an elective resolution and agree that the resolution shall be as valid and effective as if passed at a general meeting duly convened and held.

It is resolved THAT:

**The company shall dispense with the appointment of auditors annually under Section 386 of the Companies Act 1985**

Dated this 28 day of March 2003

Signed   
For and on behalf of Garban-Intercapital North America Inc

