

No: 5114394

BENFIELD FINANCE LIMITED – (the "Company")

MEMBER'S WRITTEN RESOLUTION

Passed on 28 March 2006

I, the undersigned, being the sole member of the Company who (at the date of this resolution) would have been entitled to vote upon the resolution set out below if it had been proposed at a general meeting at which I was present, hereby agree, pursuant to regulation 4.3.1 of the articles of association of the Company to the following written resolution (which would otherwise be required to be passed as an ordinary resolution):

RESOLUTION

THAT the giving of a guarantee by the Company in favour of Barclays Bank PLC and other financial institutions, guaranteeing the obligations of its parent company and all the other obligors under the relevant facilities agreement, be approved.


.....
for and on behalf of
Benfield Greig Holdings Limited

