

VENTURE LEASING (UK) LIMITED

**Resolutions in Writing of the Sole Member of the above Company
for the time being, entitled to attend and vote at a General Meeting
of the Company, passed pursuant to Section 381A of the Companies Act 1985**

IT IS HEREBY RESOLVED:-

Elective Resolutions

- 1 THAT**, in accordance with Sections 366A and 379A of the Companies Act 1985 (as amended), the Company hereby elects to dispense with the holding of annual general meetings.
- 2 THAT**, in accordance with Sections 379A and 252 of the Companies Act 1985 (as amended) ("the Act"), the Company hereby elects in respect of the financial period ending 30 November 2005 and subsequent financial years to dispense with the obligation in Section 241 of the Act to lay accounts and reports before the Company in general meeting.
- 3 THAT**, in accordance with Sections 379A and 386 of the Companies Act 1985 (as amended) ("the Act"), the Company hereby elects in respect of the financial period ending 30 November 2005 and subsequent financial years to dispense with the obligation under Section 384 of the Act to appoint auditors annually.



For and on behalf of
European Venture Partners II Leveraged
Venture Leasing Company Limited

Date 16/09/2004

