


THE COMPANIES ACTS 1985 AND 1989
COMPANY LIMITED BY SHARES
WRITTEN ORDINARY RESOLUTIONS
OF
BISHOPSGATE EQUITY FINANCE LIMITED

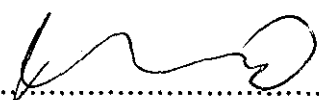
Pursuant to section 381A Companies Act 1985, we the undersigned, being the members of the Company for the time being entitled to receive notice of and to attend and vote at general meetings of the Company hereby pass the following resolutions as ordinary resolutions and agree that the said resolutions shall for all purposes be as valid and effective as if passed at a general meeting of the Company duly convened and held.

Ordinary Resolutions

1. That the one Ordinary Share of £1 of the Company held by Martin Harrison be converted into one "A" Ordinary Share of £1 of the Company having the rights and restrictions attaching to it as set out in the Articles of Association of the Company which are proposed to be adopted by way of Special Resolution of the Company dated today.
2. That the Ordinary Share of £1 of the Company held by John Baird be converted into one "A" Ordinary Share of £1 of the Company having the rights and restrictions attaching to it as set out in the Articles of Association of the Company which are proposed to be adopted by way of Special Resolution of the Company dated today.
3. That 498 of the unissued Ordinary Shares of £1 each of the Company be and are hereby converted into 498 "A" Ordinary Shares of £1 each of the Company having the rights and restrictions attached to them as set out in the Articles of Association of the Company which are adopted by way of Special Resolution of the Company dated today.
4. That 500 of the unissued Ordinary Shares of £1 each of the Company be and are hereby converted into 500 "B" Ordinary Shares of £1 each of the Company having the rights and restrictions attached to them as set out in the Articles of Association of the Company which are adopted by way of Special Resolution of the Company dated today.


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Martin Harrison

19 August 2005
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Date


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John Baird

19 August 2005
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Date

