

Company no. 05393810

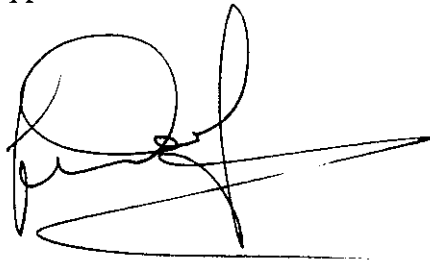
TRAVELEX PAYMENTS LIMITED

(the "*Company*")

WRITTEN MEMBERS' RESOLUTION

In accordance with section 381A of the Companies Act 1985, WE, being all the members of the Company who at the date of this resolution would be entitled to attend and vote at a general meeting of the Company, AGREE that the following resolution shall have effect as if passed by the Company in general meeting and accordingly WE RESOLVE:

THAT the provision by the Company of financial assistance to TP Financing 4 Limited for the acquisition of the entire issued share capital of Travelex Holdings Limited be approved with immediate effect.



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Date: 1/8/05

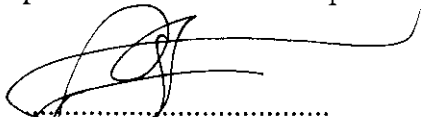


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Date: 1/8/05

Notice to members

A copy of this resolution has been sent to the Company's auditors, Ernst and Young, pursuant to s381B Companies Act 1985.



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Director/Secretary



Confirmation by Auditors of Receipt of Shareholders' Resolution

We, being the auditors of the Company, confirm that we have received a copy of this resolution.

Ernst & Young LLP
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For and on behalf of
Ernst & Young LLP

Date:1/8/05.....