

**ALC (Superholdco) Limited**

Company No. 5424245

The Companies Acts 1985 and 1989

We, the undersigned being all of the members of the company having the right to vote at general meetings or authorised agents of such members signify our assent to the passing of the Resolutions set out below under the provisions of Section 381A of the Companies Act 1985 to the effect that such Resolutions shall be deemed to be as effective as if they had been passed at a general meeting of the Company duly convened and held.

**Elective Resolutions**

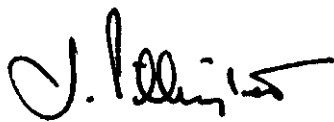
**THAT** the Company dispense with the laying of accounts before the Company in general meeting, in accordance with Section 252 of the Companies Act 1985 ("the Companies Act") as amended by the Companies Act 1989.

**THAT** the Company dispense with the holding of annual general meetings in accordance with Section 366(a) of the Companies Act as amended.

**THAT** the Company dispense with the obligation to appoint auditors annually in accordance with Section 386 of the Companies Act as amended.

Passed on: 01 JUNE 2006

The Members:

  
Amey Ventures Investments Limited

19/05/2006  
Date

  
VT Support Services Limited

21/06/2006  
Date

