

**SANKATY ADVISORS LTD
MEMBER'S WRITTEN RESOLUTION**

We, the undersigned, being the sole member of the Company who (at the date hereof) would have been entitled to vote upon the resolution set out below if it had been proposed at a general meeting at which we were present, hereby agree pursuant to regulation 53 of Table A (adopted by article 1 of the Company's articles of association) to the passing of the resolutions set out below, of which resolutions 1 to 2 will be proposed as ordinary resolutions and resolutions 3 and 4 will be proposed as a special resolution, by way of written resolution;

ORDINARY RESOLUTION

1. THAT the share capital of the Company be increased to £250,000 by the creation of an additional 200,000 ordinary shares of £1 each identical to and ranking pari passu with the existing ordinary shares of £1 each in the capital of the Company.
2. THAT the directors be generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 (the "Act") to exercise all the powers of the Company to allot relevant securities (within the meaning of section 80(2) of the Act) up to an aggregate nominal amount of £250,000 (being the amount of the authorised share capital of the Company following the passing of the resolution set out at 1 above). This authority shall expire five years from the date on which this resolution is passed save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired. This authority shall be in substitution for and shall replace any existing authority pursuant to the said section 80 of the Act to the extent not utilised at the date this resolution is passed.

SPECIAL RESOLUTION

3. THAT subject to the passing of the resolution as set out at 2 above, the directors be empowered to allot equity securities (as defined in section 94(2) of the Companies Act 1985 (the "Act")) of the Company pursuant to the authority conferred by such resolution as if section 89(1) of the Act did not apply to any such allotment. This power shall expire on the date falling five years from the date of passing of this resolution save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.
4. THAT the Articles of Association of the Company be amended by the insertion of the following Article:

"14. SCOPE OF RESIDENT UK DIRECTOR'S AUTHORITY

- 14.1 No individual director so designated for the purposes of this article by the Board shall have the authority outside of the ordinary course of their everyday activities to bind the company without the affirmative resolution of the Board of Directors properly convened."


for and on behalf of Sankaty Advisors, LLC
Date: 24 February 2006

