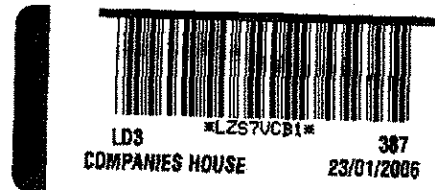


WRITTEN RESOLUTIONS

- of -



CP EQUITYCO LIMITED

We, the undersigned, being all the members of the above named Company for the time being entitled to attend and vote at general Meetings, hereby unanimously pass the following resolutions as Special Resolutions of the Company pursuant to Section 381A of the Companies Act 1985, as amended and agree that such resolutions shall be valid and effective for all purposes as if the same had been passed at a general Meeting of the Company duly convened and held:

ORDINARY RESOLUTIONS

- 1 THAT the Company's share capital be reorganised by:
 - 1.1 redesignating and subdividing the sole subscriber share of £1 currently in issue as 100 "B" Ordinary Shares of £0.01 each;
 - 1.2 redesignating and subdividing the remaining authorised but unissued share capital as 9,900 "B" Ordinary Shares of £0.01 each; and
 - 1.3 increasing the authorised share capital of the Company from £100 to £325,000 by the creation of 850,000 new "A" Ordinary Shares of £0.01 each, 31,500,000 new 11.9% Cumulative Preference Shares of £0.01 each and 140,000 new "B" Ordinary Shares of £0.01 each;

the resulting "A" Ordinary Shares, Cumulative Preference Shares and "B" Ordinary Shares having the privileges, rights and restrictions attached to the "A" Ordinary Shares, Cumulative Preference Shares and the "B" Ordinary Shares respectively by the Articles of Association of the Company as proposed to be adopted pursuant to the special resolution numbered 4 below.


- 2 THAT pursuant to the provisions of Section 80 of the Companies Act 1985, the Directors are generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities as defined by such section provided that:
 - 2.1 the maximum amount of such securities which may be allotted under this authority (within the meaning of that section) is £325,000; and
 - 2.2 this authority shall, unless it is (prior to expiry) duly revoked or varied or is renewed, expire on the fifth anniversary of the date hereof, save that the Company may, before such expiry, make an offer or agreement which will or may require relevant securities to be allotted after such expiry.
- 3 THAT the SEA 2 proposed to be entered into between the Company and a person connected with a director of the Company attached to these Written Resolutions and initialled by the Chairman be approved for the purposed of Section 320 of the Act.

SPECIAL RESOLUTIONS

- 4 THAT the regulations contained in the printed document annexed to these resolutions be approved and adopted as the Memorandum and Articles of Association of the Company in substitution for and to the complete exclusion of all the existing Memorandum and Articles of Association of the Company.
- 5 THAT pursuant to the provisions of Section 95 of the Companies Act 1985, the Directors are empowered to allot equity securities (as defined in Section 94 of that Act) pursuant to the general authority given to them for the purposes of Section 80 of that Act by the ordinary resolution numbered 2 above as if Section 89(1) of that Act did not apply to any such allotment, and the Company may make an offer or agreement which will or may require equity securities to be allotted after the expiry of the power granted by this resolution.

SIGNED by or on behalf of JEFF SULLS:

Date: 17 JANUARY 2006



HACKWOOD SECURITIES LIMITED
OF
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