

THE COMPANIES ACT 1985

COMPANY NUMBER : 1526882


**HAYDOCK FINANCE LIMITED**  
(“the Company”)

**WRITTEN RESOLUTIONS**

I, being sole member of the Company entitled to attend and vote at a General Meeting of the Company, hereby pass the following Elective Resolutions and agree that the said resolutions shall for all purposes, be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held:

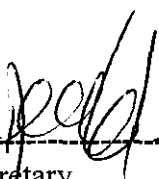
**ELECTIVE RESOLUTIONS**

- (1) **THAT** pursuant to Section 379A and for the purposes of Section 366A of the Act the Company elects to dispense with the holding of Annual General Meetings.
- (2) **THAT** pursuant to Section 379A and for the purposes of Section 252 of the Act the Company elects to dispense with the laying of accounts and reports before the Company in general meeting.
- (3) **THAT** pursuant to Section 379A and for the purposes of Section 386 of the Act the Company elects to dispense with the obligation to appoint auditors annually.

  
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For and on behalf of Haydock Finance Holdings Limited

12 October 2005  
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Dated

I confirm that a copy of this written resolution was sent to the auditors of the Company on or before the time at which it was supplied to a member for signature in accordance with Section 381B Companies Act 1985.

  
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Secretary

