

Company Number: 03280816

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

FIRST & 42ND LIMITED

We, the undersigned, being the sole member of the Company for the time being entitled to receive notice of, attend and vote at a General Meeting, hereby pass the following resolution and agree that it shall for all purposes be as valid and effective as if it had been passed at a General Meeting of the Company duly convened and held as a Special Resolution.

RESOLUTION

THAT the provision of financial assistance within the meaning of ss 151-152 of the Companies Act 1985 proposed to be given by First & 42nd Limited (the "Company") to Daniel J. Edelman, Inc. doing business as Edelman Public Relations Worldwide (the "Purchaser") and Alison Mary Canning of Flat 2, 31 Belsize Avenue, London NW3 2BL for the purpose of the acquisition by the Purchaser of the entire issued share capital of the Company by way of the execution by the Company of the Service Agreements dated 17 August 2001 whereby the Company paid and will pay to its employees cash bonuses and the National Insurance Contributions in respect of them so as to ensure that the Purchaser received the entire shareholding of the Company upon completion of the share purchase agreement with cash provided by the Purchaser, be and it is hereby approved.

Dated 29th of January 2003



For and on behalf of

Daniel J. Edelman, Inc.

