[KCP/28452RES.O2]

COMPANY NO. 3220676

THE COMPANIES ACT 1985 COMPANY LIMITED BY SHARES ELECTIVE RESOLUTIONS

OF

STRUCTURED RISK PRODUCTS LTD

(Passed the 17th day of July 1997)

At an Extraordinary General Meeting of the Company duly convened and held on the 17th day of July 1997 the following two resolutions were duly passed as Elective Resolutions of the Company:-

- 1. THAT the Company shall dispense with the laying of accounts and reports before general meeting, in accordance with s252 of the Companies Act 1985;
- 2. THAT the Company shall dispense with the holding of annual general meetings in accordance with s366A of the Companies Act 1985.

Emco (Nonver) Linited.

