


**WRITTEN RESOLUTIONS OF
THE SHAREHOLDERS OF
GOLDMAN SACHS (ECHO) HOLDINGS
(the "Company")**

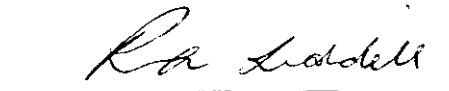
We, the undersigned, being all the members for the time being of the Company entitled to receive notice of and attend and vote at a general meeting of the Company hereby pass the following resolutions and agree that pursuant to Section 381A of the Company Act 1985 such resolutions shall for all purposes be as valid and effective as if they had been passed at a general meeting of the Company duly convened and held.

SPECIAL RESOLUTIONS

- (a) Pursuant to section 252 of the Companies Act 1985, the laying of accounts and reports before the Company in general meeting be dispensed with.
- (b) Pursuant to section 366A of the Companies Act 1985, the holding of annual general meetings be dispensed with.
- (c) Pursuant to section 386 of the Companies Act 1985 the obligation to appoint auditors annually be dispensed with.



Paul C. Deighton
Authorised Signatory of Goldman Sachs (UK) L.L.C.



Roger A. Liddell
Authorised Signatory of Goldman Sachs Holdings (U.K.)

Dated: 31 August 1999

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