

Company Number: 04668969

COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

**WRITTEN RESOLUTIONS OF THE SOLE MEMBER
OF**

ICAP AMERICA INVESTMENTS LIMITED (the "Company")

On 15 May 2006, in accordance with the Articles of Association of the Company, the following resolutions were passed as written resolutions, having effect, in the case of resolution 1 as an ordinary resolution of the Company and, in the case of resolution 2 as a special resolution by the sole member of the Company entitled for the time being to receive notice of and to attend and vote at a general meeting of the Company.

1. AUTHORITY TO ALLOT SHARES

THAT the Directors of the Company be and are hereby generally and unconditionally authorised pursuant to Section 80 of the Companies Act 1985 to allot to such persons at such times and on such terms as they think proper, any shares of the Company, provided that the maximum number of shares that may be allotted pursuant to this resolution shall not exceed 4,336,911 ordinary shares of £1 each. The authority given by this resolution shall expire five years after the date of the passing of this resolution.

2. DISAPPLICATION OF PRE-EMPTION RIGHTS

THAT sub-sections 89(1) and 90(1) to (6) inclusive of the Companies Act 1985 and any rights of pre-emption (however expressed) contained in the Articles of Association of the Company shall not apply to any allotment of equity securities by the Company.

Dated: 15 May 2006


Director/Secretary

