THE INSOLVENCY ACT 1986

COMPANY LIMITED BY SHARES

RESOLUTIONS
(Pursuant to Section 84 of the Insolvency Act 1986)

OF

R. COSTAIN & SONS LIMITED

Passed 6 September 2000

At an Extraordinary General Meeting the above-named Company duly convened and held at Costain House, Nicholsons Walk, Maidenhead, Berkshire, SL6 1LN on Wednesday, 6 September 2000 the following Resolutions were passed:

SPECIAL RESOLUTIONS

- 1. That the Company be wound up voluntarily.
- 2. That Geoffrey Lambert Carton-Kelly and Andrew John Tate both of Baker Tilly, The Clock House, 140 London Road, Guildford, Surrey, GU1 1UW be and they are hereby appointed Joint Liquidators for the purposes of such wounding up.

EXTRAORDINARY RESOLUTIONS

- 3. That the duly appointed Liquidators be and are hereby authorised under the provisions of Section 165 (2A) of the Insolvency Act 1986 to exercise the powers laid down in Part 1 of Schedule 4 of the Insolvency Act 1986.
- 4. That the Liquidators be and they are hereby authorised to distribute to the Member as appropriate, in specife or in kind, the whole or any part of the assets of the Company.

Signature

Clive L Franks - Chairman

Witness to the Signature of Clive L Franks

Chartered Accountant/Solicitor

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COMPANIES HOUSE

20/09/00