

Company No.: 305253

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

T&N TRADE MARKS LIMITED (THE "COMPANY")

Dated...*September 25*...2001



We, the undersigned, being all the members of the above Company entitled to receive notice of, attend and vote at general meetings of the Company hereby, pursuant to section 381A of the Companies Act 1985, AGREE AND RESOLVE THAT the following paragraphs be added to the Company's Articles of Association (so that they appear at the end of the current Articles of Association):

"A. Any director may participate in a meeting of directors or a committee of directors by means of conference telephone or similar communications equipment which enables all persons participating in the meeting to hear and speak to each other throughout the meeting. A person participating in this way is deemed to be present in person at the meeting, may be counted in the quorum and is entitled to vote. Subject to the Companies Act 1985, all business transacted in this way by the directors or a committee of directors is for the purposes of these Articles deemed to be validly and effectively transacted at a meeting of the directors or of a committee of directors, even though fewer than two directors or alternate directors are physically present at the same place. The meeting is deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting then is.

B. Regulation 72 of Table A in the Schedule to the Companies (Table A to F) Regulations 1985 shall apply to the Company.

C. Notice of meetings of directors need not be in writing but such notice may be given by fax and by e-mail to the usual fax number or e-mail address of each director, in which case such notice shall be deemed received when sent using the correct fax number or e-mail address. There shall be no minimum period of notice for any meeting of the board of directors in which directors may participate by means of conference telephone or similar communications equipment as referred to in paragraph A above.

D. The quorum for any meeting of the directors shall be two.

E. The above articles A, B, C and D shall apply notwithstanding any other provisions of these Articles of Association which are contrary to the terms of such articles or which cover the same subject matter but in a different manner."

[Signature]
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for and on behalf of
LEEDS PISTON RING & ENGINEERING
CO. LIMITED

[Signature]
.....
for and on behalf of
AE LIMITED