

No. 1208652

**Compstock Electronics Limited
(the "Company")**

Written Resolution of the Member

In accordance with Regulation 53 of Table A incorporated in the Company's Articles of Association, WE being the sole member of the Company who at the date of this resolution would be entitled to attend and vote at a general meeting of the Company, DECLARE that the following resolution shall have effect as if passed as a special resolution by the Company in general meeting:

WE RESOLVE THAT:

- (A) the execution by the Company of an agreement (the "**Facility Agreement**"), pursuant to which Lloyds TSB Bank plc, with Lloyds TSB Bank plc Capital Markets as arranger and agent, will make available to UMECO plc and certain of its subsidiaries (if acceded to the Facility Agreement) a US\$55 million multi-currency term loan facility and a US\$65 million multi-currency revolving credit facility on terms including the guarantee to be given by the Company under Clause 18, be and is hereby approved;
- (B) the execution of the Facility Agreement is in the best interests of the Company's business and the entry by the Company into the proposed transactions substantially on the terms set out in the Facility Agreement is to the commercial benefit and advantage of the Company; and
- (C) the Company be and is hereby instructed and authorised to execute the Facility Agreement subject to such amendments as the board of directors of the Company in their discretion see fit.

.....*Mike Snam*.....
for and on behalf of
UMECO plc

Dated:

11 March

2004

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