

We certify that this is a true and complete copy of the original.

B.W. 25-9-2003
Bedwell Watts & Co. Solicitors
32 Queen St. Scarborough

Company Number: 2831757

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

K. C. PRECISION ENGINEERING LIMITED

Pursuant to Section 381A of the Companies Act 1985 ("the Act")

Passed on 10th day of September 2003

WE the undersigned members of the above named Company being all the members who at the date hereof would be entitled to attend and vote at a general meeting of the Company hereby resolve as follows such Written Resolution to take effect as a Special Resolution pursuant to Section 381A of the Act.

SPECIAL RESOLUTION

THAT the contract proposed to be made between the Company and Lambert Engineering Holdings Limited for the purchase of shares of Lambert Engineering Holdings Limited in the Company the terms of which are set out in the draft Agreement attached to this Written Resolution copies of which were produced to the undersigned members prior to signature of this Written Resolution be hereby authorised.

Name: JOHN KEVIN CHATT

Signature: *[Signature]*

Name: GAYNIA CHATT

Signature: *[Signature]*

Name: LAMBERT ENGINEERING HOLDINGS LIMITED

(Acting by Martin Alexander Williams)

Signature: *[Signature]*



DATED

2003

K. C. PRECISION ENGINEERING LIMITED

and

LAMBERT ENGINEERING HOLDINGS LIMITED

SHARE SALE CONTRACT

**Bedwell Watts & Co
Solicitors
Scarborough**

THIS CONTRACT is made the day of 2003 between:

- (1) **LAMBERT ENGINEERING HOLDINGS LIMITED** registered in England No. 3197833 whose Registered Office is at Station Estate, Station Road, Tadcaster, North Yorkshire, LS24 9SG ("the Vendor") and
- (2) **K. C. PRECISION ENGINEERING LIMITED** registered in England No. 2831757 whose Registered Office is at 6 Arundel Place, Scarborough, North Yorkshire, YO11 1TX ("the Company")

Whereas

- A. The Company was incorporated in England on 20 June 1993, Registered Number 2831757 and has at the date hereof an authorised and issued share capital as shown in the Schedule hereto.
- B. Pursuant to:
 - (i) the powers conferred in Part V of the Companies Act 1985;
 - (ii) the Articles of Association of the Company; and
 - (iii) a Special Resolution passed by Written Resolution of the members of the Company on day of 2003the Company proposed to enter into this Agreement with the Vendor to purchase shares in the Company owned by the Vendor on the terms set out in this Agreement.

Operative Provisions

1. The Vendor shall sell and the Company shall purchase free from all liens, charges and encumbrances, 60 £1 Ordinary Shares in the Company now held by the Vendor ("the Shares").

2. The purchase price of the Share shall be Two Hundred and Fifty Two Thousand Pounds (£252,000), (£4,200 per share).
3. Completion of the sale and purchase of shares hereby agreed to be sold and purchased shall take place at 6 Arundel Place, Scarborough, North Yorkshire, YO11 1TX on
day of 2003 at am/pm when:
- (i) the Vendor shall deliver to the Company the Request and Indemnity re lost Share Certificate for the Shares;
- (ii) the Company will deliver to the Vendor a draft for the said purchase price.

SCHEDULE

Authorised Share Capital	Issued Share Capital
1,000 £1 Ordinary Shares	100 £1 Ordinary Shares

AS WITNESS the hands of the parties the date first before written.

SIGNED by **JOHN KEVIN CHATT**
on behalf of the Company in the
presence of:

SIGNED by **MARTIN ALEXANDER WILLIAMS** on behalf of the Vendor
in the presence of: