

Company No. 3047122

THE COMPANIES ACT 1985
and
THE COMPANIES ACT 1989
COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of
TGE GROUP LIMITED

Dated this 21th day of December 1995

We, the undersigned, being all the members of TGE Group Limited who, at the date of this resolution would be entitled to attend and vote at General Meetings of the Company HEREBY PASS the following Resolution and agree that the said Resolution shall, for all purposes be as valid and effective as if the same had been passed by us at a General Meeting of the Company duly convened and held:

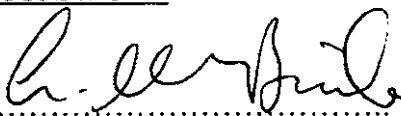
SPECIAL RESOLUTION

"That in accordance with the provisions of Section 250 of the Companies Act 1985 no auditors be appointed by the company in that it is a dormant company and meets the other requirements of the aforesaid section in this regard."

NAME

SIGNATURE

Lars McBride



Sloane Investments Ltd

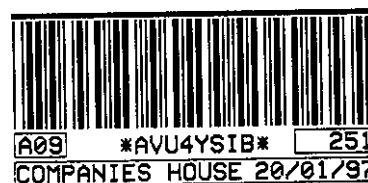
.....

Graham Wrigley
for SUK BOF III Nominees Limited
- Buy out Fund III Trust 1
SUK BOF III Nominees Limited
- Buy out Fund III Trust 2
SUK BOF III Nominees Limited
- Buy out Fund III Trust LP1
SUK BOF III Nominees Limited
- Buy out Fund III Trust Co-investment

.....

Paul Ryder
for Meggitt Properties PLC

.....



Company No. 3047122

THE COMPANIES ACT 1985
and
THE COMPANIES ACT 1989
COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of
TGE GROUP LIMITED

Dated this 21st day of December 1995

We, the undersigned, being all the members of TGE Group Limited who, at the date of this resolution would be entitled to attend and vote at General Meetings of the Company HEREBY PASS the following Resolution and agree that the said Resolution shall, for all purposes be as valid and effective as if the same had been passed by us at a General Meeting of the Company duly convened and held:

SPECIAL RESOLUTION

"That in accordance with the provisions of Section 250 of the Companies Act 1985 no auditors be appointed by the company in that it is a dormant company and meets the other requirements of the aforesaid section in this regard."

NAME

SIGNATURE

Lars McBride

Sloane Investments Ltd

Graham Wrigley

for SUK BOF III Nominees Limited

- Buy out Fund III Trust 1

SUK BOF III Nominees Limited

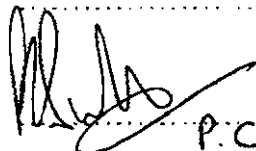
- Buy out Fund III Trust 2

SUK BOF III Nominees Limited

- Buy out Fund III Trust LP1

SUK BOF III Nominees Limited

- Buy out Fund III Trust Co-investment


P.C. Scott - Director

Paul Ryder

for Meggitt Properties PLC

COMPANIES HOUSE 20/01/97

Company No. 3047122

THE COMPANIES ACT 1985
and
THE COMPANIES ACT 1989
COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of
TGE GROUP LIMITED

Dated this 21st day of December 1995

We, the undersigned, being all the members of TGE Group Limited who, at the date of this resolution would be entitled to attend and vote at General Meetings of the Company HEREBY PASS the following Resolution and agree that the said Resolution shall, for all purposes be as valid and effective as if the same had been passed by us at a General Meeting of the Company duly convened and held:

SPECIAL RESOLUTION

"That in accordance with the provisions of Section 250 of the Companies Act 1985 no auditors be appointed by the company in that it is a dormant company and meets the other requirements of the aforesaid section in this regard."

NAME

SIGNATURE

Lars McBride

Sloane Investments Ltd

for SUK BOF III Nominees Limited

- Buy out Fund III Trust 1

SUK BOF III Nominees Limited

- Buy out Fund III Trust 2

SUK BOF III Nominees Limited

- Buy out Fund III Trust LP1

SUK BOF III Nominees Limited

- Buy out Fund III Trust Co-investment

Paul Ryder

for Meggitt Properties PLC

COMPANIES HOUSE 2001701

Company No. 3047122

THE COMPANIES ACT 1985
and
THE COMPANIES ACT 1989
COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of
TGE GROUP LIMITED

Dated this 21st day of December 1995

We, the undersigned, being all the members of TGE Group Limited who, at the date of this resolution would be entitled to attend and vote at General Meetings of the Company **HEREBY PASS** the following Resolution and agree that the said Resolution shall, for all purposes be as valid and effective as if the same had been passed by us at a General Meeting of the Company duly convened and held:

SPECIAL RESOLUTION

"That in accordance with the provisions of Section 250 of the Companies Act 1985 no auditors be appointed by the company in that it is a dormant company and meets the other requirements of the aforesaid section in this regard."

NAME

SIGNATURE

Lars McBride

.....

Sloane Investments Ltd

.....

for SUK BOF III Nominees Limited

.....

- Buy out Fund III Trust 1

SUK BOF III Nominees Limited

- Buy out Fund III Trust 2

SUK BOF III Nominees Limited

- Buy out Fund III Trust LP1

SUK BOF III Nominees Limited

- Buy out Fund III Trust Co-investment

Philip Green
for Meggitt Properties PLC

