

Company Number: 03410368

The Companies Act 1985 And 1989

Company Limited By Shares

Written Resolutions

-of-



Heavyweight Air Express Limited

We the undersigned, being all the members, for the time being of the above Company entitled to receive notice of and to attend and vote at general meetings HEREBY PASS the following Resolutions as Special Resolutions and agree that the said Resolutions shall pursuant to Regulation 53 of Table A (which regulation is embodied in the Articles of Association of the Company), for all purposes be valid and effective as if the same had been passed at a general meeting of the Company duly convened and held:-

Special Resolutions of the Company

1. That the giving of the financial assistance by the Company to HAE Group Limited in connection with the acquisition of the 100 Ordinary Shares of £1 each (the "Shares") held by Christopher John Metters and Michael Percy Timson in the capital of the Company's parent company, Westbush Limited, (the "Acquisition") and taking the form described in the Statutory Declaration of even date and made by all the Company's directors in the form 155(6)a (a copy of which together with the annexed Auditor's report has been produced to us) be and is hereby approved.
2. That in connection with the Acquisition, the Company be and is hereby authorised to give financial assistance to HAE Group Limited by the Company giving the following security to AIB Group (UK) Plc (the "Bank") to secure the obligations of HAE Group Limited under the Bank facilities (namely a term loan for the sum of £1,600,000, an interest only loan for the sum of £500,000 and a term loan for the sum of £2,500,000 (the "Bank Facilities")):-
 - 2.1 a debenture in favour of the Bank to secure all Secured Obligations (as defined) comprising the monies due owing or incurred by, and other liabilities of, the Company to the Bank and payment and discharge of which are subject of covenants, undertakings and agreements contained in the debenture (the "Debenture"); and
 - 2.2 an unlimited cross guarantee in favour of the Bank to secure and guarantee the obligations including all monies owing by the Company to the Bank from time to time and from the following companies:-
 - a) HAE Group Limited;
 - b) Westbush Limited;

- c) DCA Cargo Limited;
- d) Belfast Airport Handling Limited;
- e) Cargo Link Express Limited;
- f) Napier Oban Wolfe Limited;
- g) Sovereign Speed (UK) Limited; and
- h) Heavyweight Air Express Limited (an Irish registered company).

(the "Cross Guarantee").

3. That in connection with the Acquisition, the Company be and is hereby authorised to give financial assistance to HAE Group Limited by entering into an invoice discounting facility with AIB Group (UK) Plc t/a Allied Irish Bank Commercial Services ("AIBCS") whereby the Company agrees to sell and assign its debts to the AIBCS at an Initial Percentage of 90% of all Approved Debts and shall pay to AIBCS a Service Charge of 0.076% of the Gross Value of each Debt subject to a Minimum Annual Amount of £12,000. The agreement shall continue for a Minimum Period of 24 months (all as defined in the agreement) (the "ID Agreement"). The proceeds will be used in full or in part to fund the acquisition of shares, pay AIBCS's fees or pay the Professional and Arrangement Fees pursuant to the Inter-Group Loan.
4. That in connection with the Acquisition, the Company be and is hereby authorised to give financial assistance to HAE Group Limited by entering into a debenture in favour of AIBCS to secure all liabilities and obligations of the Company under the ID Agreement including all monies and all liabilities whether actual or contingent now or hereafter due, owing or incurred by the Company to the AIBCS in whatever currency denomination whether in connection or arising under the ID Agreement or otherwise in any manner whatsoever (whether alone or jointly and whether as principle or surety) including all liabilities in connection with any foreign exchange transactions entered into by AIBCS for or at the request of the Company together with any interest to date on payment and all costs, charges and expenses incurred by AIBCS or any receiver in relation to the Company or all or any part of the property, assets and rights for the time being comprised in or subject to the charge contained in the debenture on a full indemnity basis (the "AIBCS Debenture").
5. That in connection with the Acquisition, the Company be and is hereby authorised to give financial assistance to HAE Group Limited by providing an inter-company loan (on an on-demand basis) of up to £1,710,000 to HAE Group Limited to assist with the Acquisition at an interest rate of 3% above the Bank of England base rate paid quarterly in arrears (the "Inter-Group Loan").
6. That in connection with the acquisition of the Shares by HAE Group Limited, the Company be and is hereby authorised to assist in the payment of HAE Group Limited's professional costs and the Bank's fees (the "Professional and Arrangement Fees").
7. That the execution, delivery and performance by the Company of the Debenture, the Cross Guarantee, the ID Agreement, the AIBCS Debenture and the Inter-Group Loan, and the payment of the Professional and Arrangement Fees, be and is hereby approved.

Special Resolutions regarding Belfast Airport Handling Limited ("BAHL")

8. That the giving of the financial assistance by BAHL to HAE Group Limited pursuant to the Acquisition and taking the form described in the Statutory Declaration of even date and made by all

the Company's directors in the form 155(6)b (a copy of which together with the annexed Auditor's report has been produced to us) be and is hereby approved.

9. That in connection with the Acquisition, BAHL be and is hereby authorised to give financial assistance to HAE Group Limited by BAHL giving the following security to the Bank to secure the obligations of HAE Group Limited under the Bank Facilities: -

9.1 a debenture in favour of the Bank to secure all Secured Obligations (as defined) comprising the monies due owing or incurred by, and other liabilities of, BAHL to the Bank and payment and discharge of which are subject of covenants, undertakings and agreements contained in the debenture (the "BAHL Debenture"); and

9.2 an unlimited cross guarantee in favour of the Bank to secure and guarantee the obligations including all monies owing by BAHL to the Bank from time to time and from the following companies: -

- a) HAE Group Limited;
- b) Westbush Limited;
- c) DCA Cargo Limited;
- d) Napier Oban Wolfe Limited;
- e) Cargo Link Express Limited;
- f) Sovereign Speed (UK) Limited;
- g) Heavyweight Air Express Limited; and
- h) Heavyweight Air Express Limited (an Irish registered company).

(the "BAHL Cross Guarantee").

10. That in connection with the Acquisition, BAHL be and is hereby authorised to give financial assistance to HAE Group Limited by providing an inter-company loan (on an on-demand basis) of up to £ to HAE Group Limited to assist with the Acquisition at an interest rate of 3% above the Bank of England base rate paid quarterly in arrears (the "BAHL Inter-Group Loan").
11. That in connection with the acquisition of the Shares, BAHL and is hereby authorised to assist in the payment of HAE Group Limited's professional costs and the Bank's fees (the "Professional and Arrangement Fees").
12. That the execution, delivery and performance by BAHL of the BAHL Debenture, the BAHL Cross Guarantee and the BAHL Inter-Group Loan, and the payment of the Professional and Arrangement Fees, be and is hereby approved.

Special Resolutions regarding Heavyweight Air Express Limited (an Irish registered company) ("HAEI")

13. That the giving of the financial assistance by HAEI to HAE Group Limited pursuant to the Acquisition and taking the form described in the Statutory Declaration of even date and made by all the Company's directors be and is hereby approved.
14. That in connection with the Acquisition, HAEI be and is hereby authorised to give financial assistance to HAE Group Limited by giving the following security to the Bank to secure the obligations of HAE Group Limited under the Bank Facilities: -
 - 14.1 a debenture in favour of the Bank to secure all Secured Obligations (as defined) comprising the monies due owing or incurred by, and other liabilities of HAEI to the Bank and payment and discharge of which are subject of covenants, undertakings and agreements contained in the debenture (the "HAEI Debenture"); and
 - 14.2 an unlimited cross guarantee in favour of the Bank to secure and guarantee the obligations including all monies owing by HAEI to the Bank from time to time and from the following companies: -
 - a) HAE Group Limited;
 - b) Westbush Limited;
 - c) DCA Cargo Limited;
 - d) Napier Oban Wolfe Limited;
 - e) Cargo Link Express Limited;
 - f) Sovereign Speed (UK) Limited;
 - g) Heavyweight Air Express Limited; and
 - h) Belfast Airport Handling Limited.(the "HAEI Cross Guarantee").
15. That in connection with the Acquisition, HAEI be and is hereby authorised to give financial assistance to HAE Group Limited by entering into an invoice discounting facility with AIBCS whereby HAEI agrees to sell and assign its debts to the AIBCS at an Initial Percentage of 90% of all Approved Debts and shall pay to AIBCS a Service Charge of 0.025% of the Gross Value of each Debt subject to a Minimum Annual Amount of Euro 12,000. The agreement shall continue for a Minimum Period of 24 months (all as defined in the agreement) (the "HAEI ID Agreement"). The proceeds will be used in full or in part to fund the acquisition of shares, pay AIBCS's fees or pay the Professional and Arrangement Fees pursuant to the Inter-Group Loan.
16. That in connection with the Acquisition, HAEI be and is hereby authorised to give financial assistance to HAE Group Limited by entering into a debenture in favour of AIBCS to secure all liabilities and obligations of HAEI under the HAEI ID Agreement including all monies and all liabilities whether actual or contingent now or hereafter due, owing or incurred by HAEI to the AIBCS in whatever currency denomination whether in connection or arising under the HAEI ID

Agreement or otherwise in any manner whatsoever (whether alone or jointly and whether as principle or surety) including all liabilities in connection with any foreign exchange transactions entered into by AIBCS for or at the request of HAEI together with any interest to date on payment and all costs, charges and expenses incurred by AIBCS or any receiver in relation to HAEI or all or any part of the property, assets and rights for the time being comprised in or subject to the charge contained in the debenture on a full indemnity basis (the "HAEI AIBCS Debenture")

17. That in connection with the Acquisition, HAEI be and is hereby authorised to give financial assistance to HAE Group Limited by providing an inter-company loan (on an on-demand basis) of up to £ *361,000* to HAE Group Limited to assist with the Acquisition at an interest rate of 3% above the Bank of England base rate paid quarterly in arrears (the "HAEI Inter-Group Loan").
18. That in connection with the acquisition of the Shares, HAEI be and is hereby authorised to assist in the payment of HAE Group Limited's professional costs and the Bank's fees (the "Professional and Arrangement Fees").
19. That the execution, delivery and performance by HAEI of the HAEI Debenture, the HAEI Cross Guarantee, the HAEI ID Agreement, the HAEI AIBCS Debenture and the HAEI Inter-Group Loan, and the payment of the Professional and Arrangement Fees, be and is hereby approved.

Dated this *26th* day of *February* 2007

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M. Sweeney
Martin Sweeney
For and on behalf of
Westbush Limited