

Company Number: 03410368

The Companies Act 1985 And 1989

Company Limited By Shares

Written Resolutions

-of-

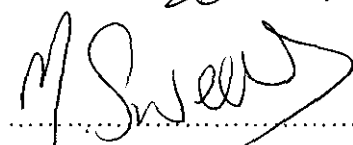
Heavyweight Air Express Limited

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 Resolution as an Ordinary Resolution and agree that the said Resolution 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:-

Ordinary Resolutions

1. That the entry by the Company into the Deed of Confirmation attached hereto be approved; and
2. That the transfer of the entire issued share capital of the Company, by Christopher Eric Chapman and Martin Sweeney to Westbush Limited comprising 20,000 Ordinary Shares of £1 on 9 April 1998 is hereby ratified.

Dated this 26 day of February 2007



Westbush Limited

TUESDAY



A16LTNM4

A52

06/03/2007

453

COMPANIES HOUSE

Dated:

2007

- 1 Martin Sweeny and Others
- 2 Westbush Limited
- 3 Heavyweight Air Express Limited

Deed of Confirmation

Relating to transfer of shares on 9th April 1998 in Heavyweight Air Express Limited

This Deed is made this day of 2007

Between:

- 1 **Martin Sweeny** of 10 Home Farm Close, Creaton, Northampton NN6 8NE and **Christopher Eric Chapman** of 5 Heene Place, Worthing, West Sussex, BN11 3NL (the "Legal Shareholders");
- 2 **Martin Sweeny** of 10 Home Farm Close, Creaton, Northampton NN6 8NE, **Christopher Eric Chapman** of 5 Heene Place, Worthing, West Sussex, BN11 3NL and **Michael Percy Timson** of The Grange, Chapel Lane, Granby, Nottinghamshire (the "Beneficial Owners");
- 3 **Westbush Limited** (registered number: 03536159) whose registered office is at Astral Towers, 6th Floor, Betts Way, Crawley, West Sussex RH10 9XA (the "Westbush"); and
- 4 **Heavyweight Air Express Limited** (registered number: 03410368) whose registered office is at Astral Towers, 6th Floor, Betts Way, Crawley, West Sussex RH10 9XA (the "Company")

Whereas:

- A Prior to the Transfer (defined below), the Legal Shareholders were the registered owners of 20,000 Ordinary £1 shares in the capital of the Company ("Shares") held in the proportions specified in Schedule 1;
- B The Shares were held on trust in favour of the Beneficial Owners in the proportions specified in Schedule 2;
- C On 9th April 1998 the Legal Shareholders transferred the legal and beneficial ownership of the Shares to Westbush ("the Transfer") which continues to hold the Shares for and on behalf of itself;
- D The documents effecting the transfer (the "Transfer Documents") of the Shares from the Legal Owners to Westbush have been lost or destroyed.

It is agreed as follows:

1 Interpretation

- 1.1 The headings in this Deed are inserted only for convenience and shall not affect its construction.

2 Transfer of Shares

- 2.1 Each of the parties hereto hereby confirms that on 9th April 1998 the Legal Owners transferred the legal and beneficial title in the Shares on behalf of the Beneficial Owners to Westbush to be held legally and beneficially for itself.

3 Indemnity

- 3.1 The Company undertake to indemnify Westbush and the Beneficial Owners and the Legal Shareholders from and against all actions, proceedings, claims and demands which may be brought against them and from and against all losses, charges, costs, damages and expenses which they may suffer or incur arising out of the Transfer (including any penalties or interest relating to unpaid stamp duty payable in respect of the Transfer).

4 Jurisdiction

- 4.1 This Deed and any disputes of claims arising out of or in connection with its subject matter are governed by and construed in accordance with the law of England and the courts of England and Wales shall have exclusive jurisdiction in relation to it.

Schedule 1- Legal Shareholding prior to the Transfer

Name	Shareholding
Martin Sweeney	4,000 Ordinary £1 shares
Christopher Eric Chapman	16,000 Ordinary £1 shares

Schedule 2 – Beneficial Ownership of the Shares

Name	Shareholding	Percentage Holding
Martin Sweeney	4,000 Ordinary £1 shares	20%
Michael Percy Timson	9,800 Ordinary £1 shares	49%
Christopher Eric Chapman	6,200 Ordinary £1 shares	31%

In witness whereof the parties have executed this Deed on the date stated above.

Executed as a deed by
Martin Sweeney

in the presence of

..... ⇨ sign here

.....
Witness sign here

.....
Witness print name

.....
.....
.....
Witness address

Executed as a deed by
Christopher Eric Chapman

in the presence of

..... ⇨ sign here

.....
Witness sign here

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Witness print name

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Witness address

Executed as a deed by
Michael Percy Timson

in the presence of

..... ⇨ *sign here*

.....
Witness sign here

.....
Witness print name

.....
.....
.....
Witness address

Executed as a deed by
Westbush Limited
acting by two directors or a director
and the company secretary

..... ⇨ *sign here*
Director

..... ⇨ *sign here*
Director / Company Secretary

Executed as a deed by
Heavyweight Air Express Limited
acting by two directors or a director
and the company secretary

..... ⇨ *sign here*
Director

..... ⇨ *sign here*
Director / Company Secretary