

No. 3898140

The Companies Acts 1985 and 1989

Company Limited by Shares

R&C MOTOR COMPANY LIMITED

RESOLUTIONS

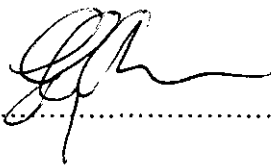
Passed *14 December* 2001

AT AN EXTRAORDINARY GENERAL MEETING of the Company held on *14 December* 2001 the following Resolutions were passed:

SPECIAL RESOLUTIONS

1. THAT, subject to compliance with Sections 155 to 158 of the Companies Act 1985, the giving by the Company of financial assistance for the purpose for the acquisition by R&C Bodyshop Limited of all the issued shares in the capital of the Company in the form described in the Statutory Declaration (Form 155(6)(a)) made by all the directors of the Company pursuant to Section 155(6) of the Act on the date of this meeting be approved.
2. THAT, subject to the passing of Resolution 1 above, the Company shall transfer the leasehold property at White Hart Road, Chalvey, Slough to Mr Ellis at its current market value of £310,000 and the above transaction is hereby approved pursuant to the provisions of Section 320(1) of the Companies Act 1985.

Dated *14 December* 2001

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Chairman

