

No. 3957575

The Companies Act 1985 ("the Act")

COMPANY LIMITED BY SHARES

RESOLUTION

of

Ford Parts Limited

(the "Company")

Pursuant to Sections 252, 366A, and 386 of the Act

Passed **27** July 2005

AT an Extraordinary General Meeting ("the Meeting") of the above named company duly convened and held at Loxley House, 2 Oakwood Court, Little Oak Drive, Annesley, Nottingham NG15 0DR on the **27** July 2005, the following resolutions were duly passed as elective resolutions of the Company:-

RESOLUTIONS

1. That the Company be and is hereby authorised to dispense with the laying of accounts and reports before the Company in a general meeting in respect of the present financial year and each subsequent financial year whilst this resolution remains in force, in accordance with Section 252 of the Act;
2. That the Company be and is hereby authorised to dispense with the holding of annual general meetings in respect of the present financial year and each subsequent year whilst this resolution remains in force, in accordance with Section 366A of the Act; and
3. That the Company be and is hereby authorised to dispense with the obligation to appoint auditors annually and that the Company's auditors shall be deemed to be re-appointed for each succeeding financial year whilst this resolution remains in force, in accordance with Section 386 of the Act.

Director/Secretary

