

Company number 4347600

**THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
WYCAR LEYS (BULWELL) LIMITED (the "Company")**

WRITTEN RESOLUTIONS OF MEMBERS

We, the undersigned member of the Company, being the sole holder of the issued shares having at the date hereof the right to vote at a general meeting of the Company, hereby resolve pursuant to section 381A of the Companies Act 1985 (as amended) and all other powers (to the intent that the written resolutions shall be effectual as if items 1 and 2 had been passed as special resolutions at a general meeting duly convened and held) as follows:

RESOLUTIONS

1. That, pursuant to the requirements of section 155(4) of the Companies Act 1985 (the "Act"), the giving of financial assistance within the meaning of section 151(1) of the Act to Taylor Hogan Limited ("THL") in connection with the acquisition of the 3,750 'B' ordinary shares of £1 each in the Company (the "Acquisition") by taking the following action:-
 - (a) the execution of an agreement by the Company in favour of the Royal Bank of Scotland plc (the "Bank") whereby the Company would accede to the Unlimited Inter Company Composite Guarantee which THL and its wholly owned subsidiary Wycar Leys Limited had entered in favour of the Bank to guarantee inter alia the sum of £755,000 to be lent by RBS to THL for a number of purposes including the funding of the Acquisition and the payment of legal costs and arrangement fees in connection therewith (the "Accession Agreement"); and
 - (b) the execution of an agreement between the Bank and the Company pursuant to which the Bank would offer to the Company a term loan facility of £370,000 to assist with the repayment of loans to the holders of the shares being acquired (the "Term Loan Facility Agreement") and the subsequent repayment of those loans by the Company;

(and as such financial assistance is set out in the statutory declaration (which was, together with the auditors statutory report, presented to the members prior to this resolution)) be and is hereby approved and that the statutory declaration and auditors report produced to the meeting be and are hereby approved.



2. That the directors be and they are hereby authorised and directed to enter into and execute on behalf of the Company:-

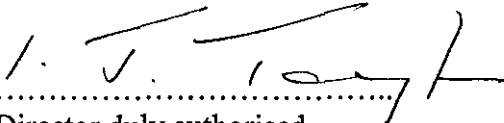
(a) the Accession Agreement; and

(b) the Term Loan Facility Agreement;

in each case in the form attached to this resolution and for the purpose of identification signed for and on behalf of THL.

3. That the directors be and they are hereby authorised and directed to repay the loans to the holders of the shares being acquired.

Dated 24 March 2003

A handwritten signature in black ink, appearing to be 'I. J. Taylor', is written over a dotted line.

Director duly authorised
for and on behalf of
Taylor Hogan Limited