

THE COMPANIES ACTS 1985 TO 1989

PRIVATE UNLIMITED COMPANY

WRITTEN RESOLUTIONS
OF
TIMESOUND

Certified as a true copy

Director/Secretary

24/1/09

We, the undersigned, being the members for the time being of the above named Company entitled to receive notice of and to attend and vote at a meeting of the holders of the ordinary shares of €1.00 each (the "Ordinary Shares") and of the holders of the "A" redeemable shares of €1.00 each (the "Redeemable Shares") HEREBY RESOLVE that the following resolutions be adopted as Special Resolutions of the Company and agree that the said resolutions shall, pursuant to regulation 53 in Table A (which regulation is embodied in the articles of association of the Company) and Sections 381A to C inclusive of the Companies Act 1985 (as amended), for all purposes be as valid and effective as if the same had been passed at an extraordinary general meeting of the Company of the holders of the Ordinary Shares and of the Redeemable Shares duly convened and held:

SPECIAL RESOLUTIONS

1. THAT the nominal value of each of the issued and unissued "A" redeemable shares of €1.00 be and is hereby reduced to €0.00000103294 so that, following such reduction, the authorised share capital of the Company will be as follows:
 - 1.1 1,000 ordinary shares of €1.00 each; and
 - 1.2 95,842,055 "A" redeemable shares of €0.00000103294 each.
2. THAT, as a result of the reduction of capital under Resolution 1 above, the sum of €95,841,956 be transferred from the issued share capital and capital reserves' accounts of the Company to the distributable reserves account of the Company.
3. THAT the preamble to Article 4(a)(i) of the existing Articles of Association be deleted in its entirety and replaced with the following:

"4(a) The authorised share capital of the Company is €1,099 divided into 1,000 ordinary shares of €1.00 each and 95,842,055 "A" redeemable shares of €0.00000103294 each, which shares shall rank pari passu in all respects save that:"
4. THAT the Company be and is hereby authorised to assign to Clerve Corporation ("Clerve"), in consideration of Clerve paying to the Company the sum of €1.00, the full beneficial interest in, and all right and title to, the sums of €2,642,625 and of €92,526,784 which St Marius S.à.r.l ("St Marius") is obliged to pay to the Company

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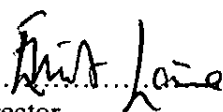
COMPANIES HOUSE

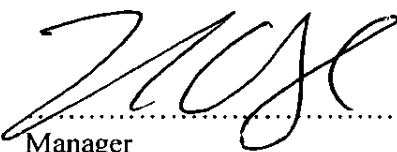
pursuant to the terms of an agreement made between the Company and St Marius and dated October 6, 2004 and that any director of the Company (or, in the case of a document to be executed as a deed, a director and the Secretary of the Company) be and are hereby authorised to execute, do and take any document (including but not limited to the deed of assignment to be signed by the Company in favour of Clerve, a copy of which is attached hereto), thing or act to give effect to the foregoing.

Dated this 16th day of August 2007

For: Tillotson Commercial Vehicles Limited

St Nicolas S.à.r.l.


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Director


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Manager