

**THE COMPANIES ACT 2006
AND INSOLVENCY ACT 1986**

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

**WM R WINTON REALISATIONS LIMITED
Circulation Date 24th July 2009**

(Passed on 24th July 2009 at 12.35P.M.)

In accordance with the provisions of Chapter 2 of Part 13 Companies Act 2006, the following resolutions are passed as ordinary or special resolutions of the Company (as indicated):

Special Resolution

- 1) That the Company be wound up voluntarily and that the winding up proceed as a Members' Voluntary Liquidation.

Ordinary Resolutions

- 2) That for the purpose of the winding up of the Company, Michael Colin John Sanders of MacIntyre Hudson, 30-34 New Bridge Street, London EC4V 6BJ be and is hereby appointed Liquidator of the Company.
- 3) The Liquidator's remuneration (excluding VAT) shall be drawn on a time costs basis according to the time properly spent by the Liquidator and his staff in their duties in relation to the Liquidation. This remuneration shall not exceed £10,000 plus VAT without further approval of the members.
- 4) That the Liquidator be entitled to draw his category 1 and 2 disbursements in accordance with the rates detailed in MacIntyre Hudson's charge out rates.
- 5) That the Liquidator is authorised to enter into a Section 110 agreement between (1) the Company (2) the Liquidator (3) Winton Engineering Holdings Limited (4) 'C' Product Holdings Limited and (5) WM R Winton Holdings Limited in the form of the draft annexed hereto.
- 6) That the Liquidator is authorised to enter into a deed of indemnity between (1) the Company (2) the Liquidator and (3) William Winton and Monica Winton.

The undersigned, being all the persons eligible to vote on the above resolutions on the circulation date hereby irrevocably agree to each of those resolutions.

FRIDAY




William Winton
Shareholder


Monica Winton
Shareholder