

The Companies Act 2006

Company Limited by Shares

Written Resolution

of

Sanderson Bros. (Engineering) Limited

Pursuant to section 288 of the Companies Act 2006 I, being the sole member of the Company who would, at the date of these resolutions, have been entitled to vote upon them as if they had been proposed at a general meeting at which I was present, pass the following special and ordinary resolutions

Special Resolutions

- (a) "THAT the Company be wound up voluntarily, and that Colin Peter Dempster and Andrew James Davison of Ernst & Young LLP, Ten George Street, Edinburgh, EH2 2DZ be and they are hereby appointed Liquidators for the purposes of such winding up and any power conferred on them by law or by this resolution, may be exercised and any act required or authorised under any enactment to be done by them, may be done by them jointly or by each alone"
- (b) "THAT the Liquidators be authorised under the provisions of Section 165 to exercise the powers laid down in Part 1 of Schedule 4 of the Insolvency Act 1986 namely, to make compromises with those who may have claims against the Company and those against whom the Company may have claims"
- (c) "THAT the Liquidators be authorised to divide all or such part of the assets of the Company in specie as they shall think fit amongst the members of the Company"

Ordinary Resolution

- (d) "THAT the remuneration of the Liquidators be fixed on the basis of time spent by them and the members of their staff in attending to matters arising prior to and during the winding up of the Company and they are hereby authorised to draw such remuneration monthly or at such longer intervals as they may determine"

Dated 18 Sept 2008

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Signed Keith Manson Miller

Keith Manson Miller

Signed Keith Manson Miller

J J Lawrence Investments Limited

THURSDAY



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04/09/2008

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