

Company Number: 00751205

The Companies Act 1985
and
The Companies Act 1989
Company Limited by Shares
Written Resolutions
of
A.T.A. (Grinding Processes)
("the Company")

We, the undersigned, being all the members of the Company entitled to receive notice of and attend and vote at general meetings of the Company, in accordance with article 23 of the Company's articles of association, do hereby declare the following resolutions to have been passed as written resolutions, as if they had been passed at a general meeting of the Company duly convened and held:

Written Resolutions

1. That the giving of financial assistance (within the meaning of section 152 of the Companies Act 1985 ("the Act") by the Company for the purpose of the acquisition by Procut Engineering Processes Limited of the entire issued share capital of the Company, taking the form and having the principal terms described in the statutory declaration in form 155(6)a of today's date (a copy of which has been supplied to the members of the Company, together with the relevant auditors' report required to be annexed to it by section 156(4) of the Act in the form required by section 155(6) of the Act and complying with section 156 of the Act) be and is hereby approved for the purposes of section 155(4) of the Act.
2. That notwithstanding section 151(1) and 151(2) of the Act the Company may in connection with the purchase of its entire issued share capital execute and deliver a floating charge over the assets of the Company and a guarantee and indemnity in favour of Bank of Scotland (Ireland) Limited.

Date

23/12/2005

Member

Signed on behalf of
Oakenash Limited

Paul Agnew

Signature

