

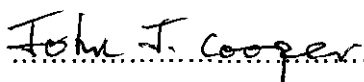
WRITTEN RESOLUTION OF

GRINDCO 268 LIMITED

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 General Meetings **HEREBY PASS** the following resolution as a Special Resolution pursuant to S.381A of the Companies Act 1985 ("the Act") and Schedule 15A of the Act. **IT WAS NOTED** that for the purposes of S.381A(1) of the Act John Stephen Bratt is not to be regarded as a member who would be entitled to attend and vote on this Special Resolution. Further, we hereby confirm that prior to the passing of the Special Resolution we were in possession of a copy of the Memorandum of Agreement in compliance with the provisions of the Act.

SPECIAL RESOLUTION

Pursuant to S.164(2) of the Companies Act 1985 that the purchase by the Company of the 'A' Special Ordinary Share of £1.00 and 'B' Special Ordinary Share of £1.00 off market from John Stephen Bratt upon the terms and for the consideration as appears from the Memorandum of Agreement intended to be made in the form annexed hereto be and hereby is authorised.



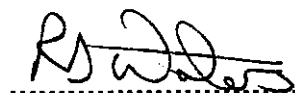
John Joseph Cooper

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Karl Joseph Kremer



Hugh Brian Bratt as executor for
Thomas Ivan Bratt



Dr Russell David Waters

Passed the 18th day of January 2006



COMPANIES ACT 1985

Company Number 03854291

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