

Registered No: 605105

Registered in England & Wales

**AT THE EXTRAORDINARY GENERAL MEETING OF
HUNSLET (HOLDINGS) LIMITED
HELD ON 21 DECEMBER 2000
THE FOLLOWING RESOLUTIONS WERE PASSED:-**

SPECIAL RESOLUTION

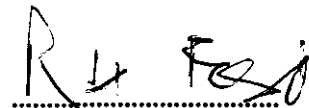
1. That the Company be wound up Voluntarily.

ORDINARY RESOLUTIONS

2. That Ian Rankin and Nick Reed of PricewaterhouseCoopers, 9 Bond Court, Leeds LS1 2SN be and are hereby appointed Joint Liquidators of the Company for the purposes of such winding up, and any act required or authorised under any enactment to be done by the Joint Liquidators is to be done by all or any one or more of the persons for the time being holding office.
3. That the Joint Liquidators' fees be fixed by reference to the time properly given by the Joint Liquidators and their staff in attending to matters arising in the winding up, including those falling outside of statutory duties, undertaken at the request of the members.

EXTRAORDINARY RESOLUTIONS

4. That in accordance with the provisions of the company's Articles of Association, the Joint Liquidators be and are hereby authorised to:-
 - (a) distribute to the members of the Company in specie the whole or any part of the assets of the Company.
 - (b) value any assets and determine how the distribution shall be carried out as between the members and/or
 - (c) vest the whole or any part of the assets in trustees upon such trust for the benefit of the members as the Joint Liquidators so determine, but no member shall be compelled to accept any assets upon which there is a liability.
5. That pursuant to section 165(2)(a) of the Insolvency Act 1986, the Joint Liquidators be authorised to exercise any of the powers specified in Part I of Schedule 4 to the said Act.



Mr R H Ford
Chairman of the Meeting

