

Resolutions of T & D Industries Plc – in Administration

Registered in England and Wales number 86933

Passed 23 January 2001

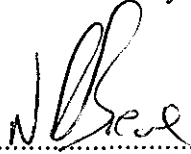
At an extraordinary general meeting of the above company held at The Posthouse Hotel, Clifton Village, Brighouse, HD6 4HW, on 23 January 2001, the following resolutions were passed; number 1 as an extraordinary resolution and numbers 2 and 3 as ordinary resolutions:

1 That it has been proved to the satisfaction of this meeting that the company cannot, by reason of its liabilities, continue its business and that it is advisable to wind up the same and accordingly that the company be wound up voluntarily.

2 That R Marsh and N E Reed, of PricewaterhouseCoopers, 9 Bond Court, Leeds, LS1 2SN be and are hereby appointed joint liquidators of the company for the purpose of its voluntary winding up.

3 That anything required or authorised to be done by the joint liquidators be done by both or either of them.

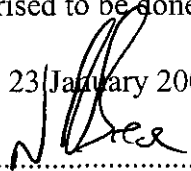
Date: 23 January 2001


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N R Breare - Chairman

At a meeting of creditors held on 23 January 2001 the creditors confirmed the appointment of R Marsh and N E Reed as joint liquidators and that anything required or authorised to be done by the joint liquidators be done by both or either of them.

Date: 23 January 2001


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N R Breare - Chairman

