The Companies Act 1985

and

The Insolvency Act 1986

special resolution of

Norman Thompson (Holdings) Limited ('the Company')

Passed: 5 January 1998

At an extraordinary general meeting of the members of the Company duly convened and held at 11.00 am at 6 The Grove, Marton, Middlesbrough, TS7 8AA on 5 January 1998 the following

SPECIAL RESOLUTION

was duly passed:

'That the Company be wound up voluntarily and that Julian Richard Whale of KPMG, Quayside House, 110 Quayside, Newcastle upon Tyne, NE1 3DX be and is hereby appointed liquidator for the purposes of such winding up.'

Signed:

Chairman

Dated:

5 January 1998

W. a. Thompson,

n0006/adm/sm

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