

AMENDED

Company number: 00385881

SETON HOUSE AUTOMOTIVE COMPONENTS
("the Company")

**Resolution in writing of the Company pursuant to Regulation 53 of Table A
in the Companies (Tables A to F) Regulations 1985, which provision is
incorporated by reference in the Articles of Association of the Company**

We, being the sole member of the Company, who at the date of these resolutions would be entitled to attend and vote at a general meeting of the Company, HEREBY PASS the following resolution as resolution in writing of the Company.

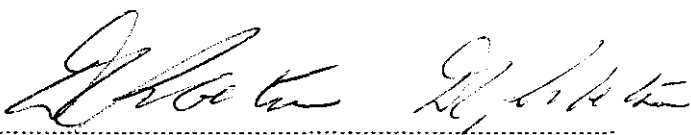
WRITTEN RESOLUTION

THAT the Company shall reduce its share capital pursuant to Article 4.5 of the Articles of Association of the Company by way of the cancellation of:

- (a) 20,954,119 A Ordinary Shares of US\$1 each;
- (b) 115,008,259 B Ordinary Shares of US\$0.50 each;
- (c) 38,604,685 C Ordinary Shares of US\$0.25 each; and
- (d) 24,654,107 D Ordinary Shares of US\$0.75 each,

in each case held by Seton House Services Luxembourg Sàrl ("SHSL") and shall return \$106,600,000 of capital to SHSL.

A copy of this resolution has been sent to the Company's auditors, or they have been otherwise notified of its contents, at or before the time this resolution was supplied to the members for signature.


For and on behalf of
Seton House ~~Services~~ Luxembourg S.à.r.l.

Dated: 3 April 2007

