

**HYDRAULIC INDUSTRIAL SERVICES (YORKSHIRE) LIMITED ("the
Company")**

(Registered Number 1402986)

WRITTEN RECORD OF DECISION OF SHAREHOLDERS

We, the undersigned, being members of the Company holding 100% of the allotted share capital and who, at the date of this Decision, would be entitled to attend and vote at General Meetings of the Company HEREBY record our decision that the following Resolutions be passed as Elective Resolutions and agree that the said Resolutions shall, for all purposes, be as valid and effective as if the same had been passed as Elective Resolutions at a General Meeting of the Company duly convened and held:

1. "That the Company dispense with the holding of an annual general meeting in this and all future years in accordance with section 366A of the Companies Act 1985."
2. "That the Company dispense with the laying of accounts and reports before the Company in general meeting in this and all future years in accordance with section 252 of the Companies Act 1985."



For and on behalf of
Hydraulic Industrial Services (Merseyside) Limited
Shareholder

Date: 8th April 2002



For and on behalf of Kingswood
Fluid Power Group Limited
Shareholder

Date 8th April 2002

