

**WRITTEN RESOLUTIONS OF ALL OF THE MEMBERS OF  
H A LEASING LIMITED ("THE COMPANY")**

(Registered No 3462658)

**THE COMPANIES ACT 1985  
PRIVATE COMPANY LIMITED BY SHARES**

---

**SHAREHOLDER'S WRITTEN RESOLUTION**

---



We, the undersigned, being the sole member of the Company who, at the date of these resolutions, is entitled to attend and vote at a general meeting of the Company, agree that the following resolution shall take effect as a special resolution pursuant to and in accordance with section 381A of the Companies Act 1985.

**WRITTEN RESOLUTION**

1 THAT the existing Article 6 of the Articles of Association of the Company be deleted in its entirety and replaced with the following new Article 6:

"6 Notwithstanding anything contained in these Articles, the Company and the Directors shall not decline to register any transfer of shares, nor may they suspend registration thereof where such transfer:

- (a) is to any Secured Party; or
- (b) is delivered to the Company for registration by a Secured Party in order to perfect its security over the shares; or
- (c) is executed by a Secured Party pursuant to the power of sale or otherwise under such security.

And furthermore notwithstanding anything to the contrary contained in these Articles no transferor of any shares in the Company or proposed transferor of such shares to a Secured Party and no Secured Party shall be required to offer the shares which are or are to be the subject of any such aforementioned transfer to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under the Articles or otherwise howsoever to require such shares to be transferred to them whether for consideration or not. Furthermore, notwithstanding anything contained in these Articles, the Company and the directors shall not be entitled to exercise any lien which the Company has in respect of its shares.

For the purposes of this Article, "Secured Party" means any bank, financial institution, trust, fund or other entity to which a security interest has been granted over the shares in the Company, or any nominee, receiver or other entity acting on its behalf."

- 2 THAT Article 8 of Table A shall accordingly be amended so that the words "Subject to Article 6," be inserted at the beginning of regulation 8.

Date: 9 February 2005

  
.....  
**WAXFORD LIMITED**