

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ORDINARY AND SPECIAL RESOLUTIONS

- of -

ROSEMONT AEROSPACE PROPERTIES LIMITED

Passed the 31st day of August 2004

At an **ANNUAL GENERAL MEETING** of the above-named Company duly convened and held at Charlotte, North Carolina, USA

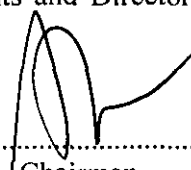
the following Resolutions were duly passed as Ordinary and Special Resolutions of the Company, as specified below:-

SPECIAL RESOLUTION

1. That all actions implemented by the Company in relation to, arising out of or in connection with, the general business usually conducted at an annual general meeting, being the receiving of accounts, the declaration of a dividend, the annual appointment of auditors and the authorisation of the directors to fix the auditors' remuneration, be and they are hereby approved and ratified, notwithstanding that no Annual General Meetings have been documented as having been formally convened or documented as having been held by the Company since incorporation and notwithstanding that the said Annual General Meetings may not have been held.

ORDINARY RESOLUTIONS

2. To re-appoint Messrs. Ernst & Young as Auditors of the Company and to authorise the Directors to fix their remuneration.
3. To receive the annual Accounts and Directors and Auditors Reports for the year ended 31 December 2003.


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Chairman

