

Company Number: 56211

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

Written Resolutions

of

GKN Freight Services Limited



I hereby certify that the following resolutions were passed by written resolutions of the shareholder of the Company in accordance with the Articles of Association on 20 December 2005.

ORDINARY RESOLUTIONS

- 1 **THAT** the authorised share capital of the Company be and hereby is increased from £100,000 divided into 10,000 ordinary shares of £5 each and 10,000 6% cumulative preference shares of £5 each to £150,000 divided into 20,000 ordinary shares of £5 each and 10,000 6% cumulative preference shares of £5 each by the creation of 10,000 ordinary shares of £5 each, such new ordinary shares of £5 each to rank pari passu with the existing ordinary shares of £5 each of the Company.
- 2 **THAT**, pursuant to section 80 of the Companies Act 1985 (the "Act"), the directors of the Company be and hereby are authorised generally and unconditionally to allot relevant securities of the Company (as defined in section 80 of the Act) up to an aggregate nominal amount equal to the authorised and unissued share capital of the Company at the date of this resolution (as increased by resolution 1 above), provided that this authority, unless renewed, shall expire on the date five years from the date on which this resolution is passed save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after expiry of this authority and the directors of the Company may allot the relevant securities in pursuance of such offer or agreement, as if the authority conferred hereby had not expired.

Judith Felton

Judith Felton

Secretary

For and on behalf of

GKN Group Services Limited, as Assistant Secretary of GKN Freight Services Limited

Dated this 22nd day of December 2005