

Company No: 00376238

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

GLOUCESTER RAILWAY CARRIAGE & WAGON COMPANY LIMITED

MEMBERS' WRITTEN RESOLUTIONS

PURSUANT TO SECTION 381A OF

THE COMPANIES ACT 1985

SPECIAL RESOLUTIONS

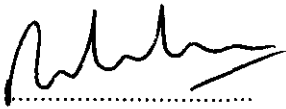
The following resolutions have been agreed to, pursuant to and in accordance with section 381A of the Companies Act 1985, by the undersigned, being all the members of the Company:

1. THAT:-
 - 1.1 pursuant to and in accordance with section 80 of the Companies Act 1985, the Directors be generally and unconditionally authorised to exercise for the period of 5 years from the date when this resolution is passed all the powers of the Company to allot relevant securities up to an aggregate nominal amount equal to the authorised but unissued share capital of the Company;
 - 1.2 pursuant to such authority, the Directors may make an offer or agreement which would or might require relevant securities to be allotted after the expiry of such period;
 - 2.3 words and expressions defined in or for the purposes of section 80 of the Companies Act 1985 shall have the same meanings in this resolution.
2. THAT:
 - 2.1 the Directors shall have a general power to allot equity securities wholly for cash, pursuant to and during the period of the authority contained in resolution 2 above, as if section 89(1) of the Companies Act 1985 did not apply to any such allotment;
 - 2.2 by such authority and power, the Directors may during such period make an offer or agreement which would or might require equity securities to be allotted after the expiry of such period; and
 - 2.3 words and expressions defined in or for the purposes of Part IV of the Companies Act 1985 shall have the same meanings in this resolution.




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RE/



For and on behalf of Powell Duffryn Dormant Holdings Limited

Date: 11 DECEMBER 2002



For and on behalf of Roberts Fuels Limited

Date: 11 DECEMBER 2002