

COMPANY NUMBER: 00968911

THE COMPANIES ACTS 1985 AND 1989

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PRIVATE COMPANIES LIMITED BY SHARES

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WRITTEN RESOLUTION

of

TRANS EUROPEAN HOLDINGS LIMITED

We, being the sole member of the Company who at the date of this resolution are entitled to attend and vote at general meetings of the Company, hereby unanimously **RESOLVE** that the following resolutions be passed as written resolutions having effect as special resolutions of the Company in accordance with Section 381A of the Companies Act 1985 and agree that the said resolutions shall for all purposes be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held:

**SPECIAL RESOLUTIONS**

**THAT** a new article 3(26) of the memorandum of association of the Company be inserted as follows:

"To the extent permissible by law, to give financial assistance for the purpose of the acquisition of shares in the Company or any company which is for the time being the Company's holding company or subsidiary or another subsidiary of any such holding company or for the purpose of reducing or discharging a liability incurred for the purpose of such an acquisition by means of a gift, loan, guarantee, indemnity, the provision of security or otherwise."

**THAT** the Company and its subsidiary, Wincanton Trans European Limited, be authorised to give the financial assistance (falling within the definition contained in Section 152 of the Companies Act 1985) described in the declarations sworn by the directors of the Company, copies of which are annexed hereto and initialled for identification purposes and to enter into the guarantee in favour of the Purchasers, which are referred to in those declarations (the provision of such financial assistance being in the best interests and for the benefit of the Company).

Dated 5 December 2005

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for and on behalf of Wincanton International Limited

