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COMPANIES FORM No. 123

Notice of increase in nominal capital

123

CHWP000

Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block letteringTo the Registrar of Companies
(Address overleaf)

For official use

Company number

| | | |
|--|--|--|
| | | |
|--|--|--|

1010188

Name of company

* insert full name
of company

* WEST SOMERSET RAILWAY PLC

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 22ND JUNE 2002 the nominal capital of the company has been
increased by £ 1,000,000 beyond the registered capital of £ 1,500,000.

† the copy must be
printed or in some
other form approved
by the registrar

A copy of the resolution authorising the increase is attached. †

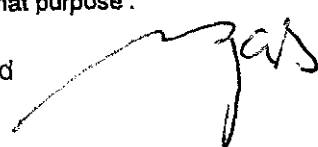
The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follows :

"As and from the 22nd day of June 2002 being the date of adoption of this Article,
all other provisions of these Articles of Association shall be read in conjunction
with this Article and if there shall be a conflict between the provision of these
Articles and this Article the provisions of this Article shall operate and take effect.

Notwithstanding any other provisions of these Articles, the Members of the
Company shall not be entitled to participate in the income or profits of the Company
by way of dividends [otherwise than by the issue of free and complimentary
rail travel] and no action shall be taken by the Company or its Members which
would have the effect directly or indirectly of participation by the Members in the
income or profits of the Company or any successor to the Company by way of
dividends. If upon the winding up or dissolution of the Company there
remains, after the satisfaction of all its debts and liabilities, any property
whatsoever the same may not be paid to or distributed amongst the Members. Such
proceeds, land, premises or assets shall be given or transferred to some other
institution or institutions having objectives similar to this Company and which
shall also prohibit the distribution of its or their income, profits or assets amongst
its or their Members to an extent at least as great as imposed on this Company
by virtue of this Article. Such institution or institutions shall be determined by the
Members of the Company by a majority vote at an Extraordinary General Meeting
called for that purpose'.

Use tick here if
continued overleaf☐Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

Signed



Designation † Secretary

Date 25.06.02

Presentor's name address and
reference (if any) :

R L LIZARS
WEST SOMERSET RAILWAY
PLC
THE STATION
MINEHEAD
SOMERSET TA24 5BG

For official Use
General SectionA50
COMPANIES HOUSE
COMPANIES HOUSE

0527

23/07/02

0149

10/07/02

28/06/02