

Company No : 2263795

THE COMPANIES ACTS 1985 TO 1989

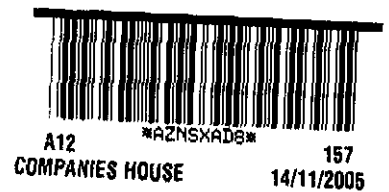
COMPANY LIMITED BY SHARES

RESOLUTIONS

OF

STANTON BONNA CONCRETE LIMITED
(the "Company")

Dated 5 October 2005



We, the undersigned, being all the members of the above-named Company for the time being entitled to attend and vote at general meetings of the Company RESOLVE that the following resolutions be passed by way of written resolutions and Internal Special Resolutions:

SPECIAL RESOLUTIONS

1. "That the articles of association of the Company be altered by adding a new clause 12.1.4 in the form attached to this resolution".

"12.1.4 The directors of the Company may exercise all the powers of the Company (whether express or implied) of borrowing or securing the payment of money under (i) the *Senior Credit Facility* dated 2 August 2005 (as amended and restated from time to time) between, inter alios, Sinclair SAS, certain banks and CIBC World Markets plc; and (ii) the *Mezzanine Credit Facility* dated 23 August 2005 (as amended and restated from time to time) between, inter alios, Sinclair SAS, certain banks and CIBC World Markets plc and shall not be subject to the restrictions set out in article 12.1.3".

2. That, notwithstanding article 6.1, the Company may give guarantees and indemnities to secure the liabilities or obligations of the other obligors under the *Senior Credit Facility* and the *Mezzanine Credit Facility* referred to in clause 12.1.4 without providing 30 days notice (with a view to obtaining written consent) to the holders of the Stanton shares.

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For and on behalf of
Saint Gobain Pipelines plc

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For and on behalf of
Bonna Sabla S.A

Certified copy

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Jean-François GUILLOU