

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

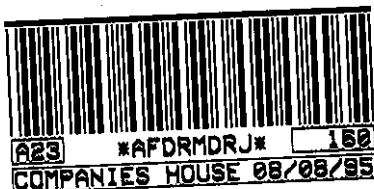
OF

BUTTERLEY BRICK INVESTMENTS (NO 1) LIMITED

THE UNDERSIGNED, Hanson PLC, Hanson Kidde Canada Inc and Tillotson Commercial Vehicles Limited being all the Members for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings HEREBY PASS the following resolutions as special resolutions and agree that the said resolutions shall, pursuant to Regulation 53 of Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI1985 No. 1052) (which Regulation is embodied in the Articles of Association of the Company), 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.

1. IT WAS RESOLVED that the authorised share capital be re-designated such that the existing issued 450,000 "A" ordinary shares of £1 each held by Hanson Kidde Canada, Inc shall be re-designated "C" ordinary shares of £1 each such shares to have the rights set out in the attached document which has been signed for the purposes of identification and which shall be adopted as the New Articles of Association of the Company pursuant to resolution 3 below.
2. IT WAS RESOLVED that the Company be re-registered as an unlimited company having a share capital.
3. IT WAS RESOLVED that the New Articles of Association of the Company in the form of the attached document which has been signed for the purposes of identification be and are hereby adopted in substitution for and to the exclusion of the existing Articles of Association.
4. IT WAS RESOLVED that the new Memorandum of the Company in the form of the attached document which has been signed for the purposes of identification be and is hereby adopted in substitution for and to the exclusion of the existing Memorandum.

Dated 25 May 1995



*Certified to be a true copy
of the resolutions, including
typographical amendments to Resolution 1.*
[Signature]

R.T.V. TYSON
Secretary