

No: 2582819

COMPANIES ACTS 1985 and 1989

PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

HANSON FUNDING (H) LIMITED

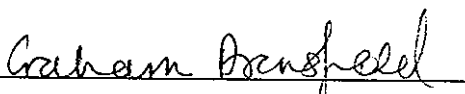
We, Hanson Holdings (1) Limited and Tillotson Commercial Vehicles Limited the sole Members for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings pursuant to Section 381A of the Companies Act 1985 HEREBY RESOLVE as a Special Resolution:-


"THAT the Company being dormant within the meaning of Section 250 of the Companies Act 1985 (as amended by the Companies Act 1989), be exempted from the obligation to appoint auditors".

Dated this 14th day of December 1998

For: Hanson Holdings (1) Limited

For: Tillotson Commercial
Vehicles Limited


Director


Director

