

THE COMPANIES ACTS  
RESOLUTION  
OF  
M40 TRAINS LIMITED  
(Registered in England Number 3005018)

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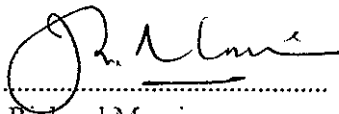
RESOLUTION IN WRITING OF HOLDERS OF ORDINARY SHARES OF £1  
EACH IN THE CAPITAL OF THE COMPANY PURSUANT TO SECTION  
381A COMPANIES ACT 1985

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We, the undersigned, being all the holders for the time being of ordinary shares of £1 each in the Company ("Ordinary Shares") who would, at the date of this resolution, have been entitled to attend and vote upon it if it had been proposed at a meeting of the holders of Ordinary Shares at which we were present HEREBY RESOLVE in writing as follows:-

SPECIAL RESOLUTION

That this resolution hereby sanctions each and every variation and abrogation of the special rights attaching to the ordinary shares of £1 each in the capital of the Company as will or may be effected by or involved in the passing of the written resolutions in the form attached.



.....  
Sir Richard Morris

9th March 1999

.....  
Date

.....  
Adrian Shooter

.....  
Date

.....  
Anthony Allen

.....  
Date

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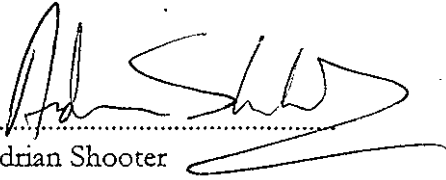
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Adrian Shooter

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*A J Allen*  
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Anthony Allen

*9th March 1999*  
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..... Alex Turner *Atene*

..... 9th March 1999  
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..... Owen Edgington

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..... Lady Marion Reid Morris

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..... Victoria Shooter

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..... Alastair Shooter

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..... Margaret Edgington

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..... Lucy Edgington

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..... Patricia Edgington

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..... Mark Sergison

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Owen Edgington

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Lady Marion Reid Morris

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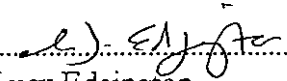
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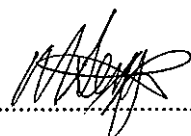
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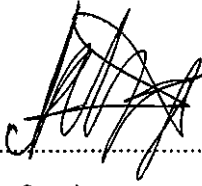
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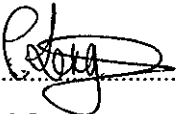
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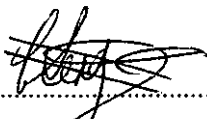
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