No. 3889945

The Companies Act 1985

PRIVATE COMPANY LIMITED BY SHARES

## **Articles and Memorandum of Association**

of

## **RAILTRACK HOLDINGS LIMITED**

(New Articles and Memorandum of Association adopted on 2 December 1999)

(Memorandum and Articles of Association amended by Written Resolution on 3 April 2001)

Incorporated 2 December 1999

