

Company Number: 3941727

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

LINDELL TRAIN LIMITED
(the "Company")

Passed 7 December 2000

I, the undersigned, being the sole member of the Company for the time being entitled to receive notice of and to attend and vote at general meetings pursuant to the Articles of Association of the Company hereby RESOLVE THAT the following resolutions be passed and agree that the same shall have effect as if passed as ordinary resolutions in respect of resolutions 1 and 2, and a special resolution in respect of resolution 3 at a general meeting duly convened and held as follows:-

ORDINARY RESOLUTIONS

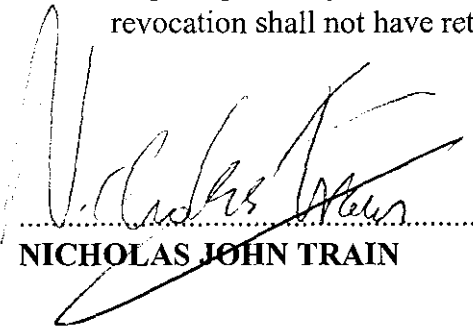
1. THAT the authorised share capital of the Company be increased from £1,000 to £266,600 by the creation of 265,600 further ordinary shares of £1 each, ranking in all respects pari passu to the existing ordinary shares.
2. THAT:-
 - 2.1 the directors be generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 ("the Act") to allot any relevant securities (as defined in section 80(2) of the Act) of the Company up to a maximum aggregate nominal amount of £266,600 provided that:-
 - 2.2 this authority shall expire five years from the date of this resolution unless previously varied, revoked or renewed by the Company in general meeting; and
 - 2.3 all prior authorities to allot relevant securities be revoked but without prejudice to the allotment of any relevant securities already made or to be made pursuant to such authorities.



SPECIAL RESOLUTION

3. THAT

- 3.1. the directors be granted power pursuant to section 95 of the Act to allot equity securities (within the meaning of section 94 of the Act) wholly for cash as if section 89(1) of the Act did not apply to any such allotment.
- 3.2 this authority shall expire five years from the date of this resolution unless previously varied, renewed or revoked by the Company in general meeting and
- 3.3 all prior powers granted under section 95 of the Act be revoked provided that such revocation shall not have retrospective effect.



NICHOLAS JOHN TRAIN