

Company No: 04620520

**THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES**

RESOLUTION IN WRITING

of

MERSEYRAIL SERVICES HOLDING COMPANY LIMITED

("Company")

Passed the 20th day of November 2008

By a written resolution agreed to in accordance with Chapter 2 of Part 13 of the Companies Act 2006 by or on behalf of the required number of the members of the Company who, at the date of circulating the resolution, were entitled to vote on the resolution the following resolution of the Company was duly passed:

ORDINARY RESOLUTION

THAT pursuant to the provisions of section 175(5)(a) of the Companies Act 2006, and with effect on and from the date that section is brought into force, the Directors may authorise matters in which a director has or can have a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company.

Signed:

Director/Secretary

Dated: 20/11 / 2008

