

THE ALRESFORD SAND AND BALLAST COMPANY LIMITED

Company Number:- 269070

WRITTEN SPECIAL RESOLUTION of the members of the company in relation to the purchase by the company of 2,234 Ordinary shares held by The Alresford Sand and Ballast Limited Executive Pension Scheme.

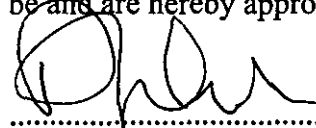
(NB. The trustees of the pension scheme are disenfranchised in relation to the following resolutions due to their involvement in the subject matter)

A draft contract between (1) the company; and (2) the Trustees of The Alresford Sand and Ballast Company Limited Executive Pension Scheme concerning the purchase by the company from the Trustees of The Alresford Sand and Ballast Company Limited Executive Pension Scheme of 2,234 ordinary shares in the company having been considered by the ordinary shareholders entitled to vote,

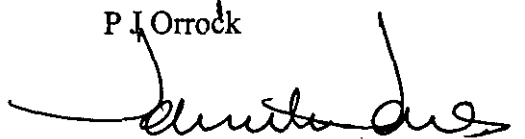
RESOLVED:-

That the rights of pre-emption contained in the Articles of Association shall not apply to the proposed sales of shares.

That the off-market purchase of shares in the capital of the company on the terms of the proposed contract referred to above as laid before the other holders of the company's shares be and are hereby approved.



P J Orrock



Trustees of J B Orrock settlement

12th December 2002

THE ABOVE RESOLUTION WAS PASSED BY THE COMPANY ON 12th DECEMBER 2002

