

THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY SHARES

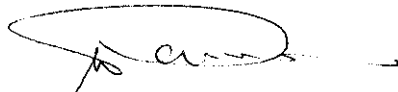
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ARTICLES OF ASSOCIATION

of

KENWAKE PENSION TRUSTEES LIMITED

(As amended by Special Resolutions
passed on 24 April 1990, 3 October 1990 and 9 February 2001)


By: Stuart Morrison, Director
of Kenwake Pension
Trustees Limited

Date: 9-2-01

1. Subject as hereinafter provided the regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act 1948 (hereinafter referred to as "Table A") shall apply to the Company.

The following sentence shall be added at the end of regulation 5 of Part II of Table A. "Any such resolution may consist of several documents in the like form each signed by one or more of the members or their attorneys, and signature in the case of a corporate body which is a member shall be sufficient if made by a director thereof or its duly appointed attorney."

2. References in the following articles to Regulations in Table A shall be construed as referring to those contained in Part I thereof.

3. Subject to the provisions of Part II of Table A the shares of the Company shall be allotted by the Directors to such persons at such times and upon such terms and conditions at par and fully paid but otherwise as they think fit.

*4. Clauses 2 to 22 (inclusive), 24 to 43 (inclusive), 53, 64 to 66 (inclusive), 75, 76, 77, 79, 82, 83, 89 to 95 (inclusive), 96, 97, 101, 107, 109, 114 to 122 (inclusive), 128, 129, 133, 135 and 136 of Table A shall not apply to the Company. The following clauses of Table A have been amended as subsequently appears: 49, 54, 58, 84, 88, 126 and 134.

5. In Clause 49 to Table A the words "one member" shall be substituted for the words "two members".

6. In Clause 54 of Table a the words "the members present shall be a quorum" shall be omitted and the words "the Meeting shall be dissolved" substituted therefor.

* amended/added by a Special Resolution passed on 9 February 200



7. One member present in person or by proxy may demand a poll and Clause 58 of Table A shall be deemed to be altered and modified accordingly.

♦8. (A) The number of Directors of the Company shall not be less than four or more than nine. The Directors shall not require a share qualification.

(B) All the Directors shall be appointed by FW Terminals Limited. Such appointment shall be subject to the provisions of clause (C) to (G) of this Article.

(C) One Director, who shall be the Chairman of the Board of Directors, shall be nominated and appointed by FW Terminals Limited, which company may remove him and appoint another director in his place.

(D) Excluding the Chairman of the Board of Directors at least half of the directors in office at any time excluding the Chairman shall be appointed or have been appointed following consultation with the Active Members of the Kenwake Pension Scheme.

(E) FW Terminals Limited shall certify which of the Directors holding office on 1 April 1997 was appointed following a process of consultation with the Active Members of the Kenwake Pension Scheme (as to which the decision of FW Terminals Limited shall be final). Those Directors shall thereafter be regarded as Directors appointed under Clause (D) of this Article.

(F) With effect from 1 April 1997, any Director being appointed under Clause (D) of this Article must be appointed following consultation with the Active Members of the Kenwake Pension Scheme by means of an election procedure amongst those Active Members involving a ballot if there is more than one candidate. The form the election procedure (including the method of conducting the ballot) shall be determined by FW Terminals Limited with the intent that the election procedure should comply with the requirements of the Pensions Act 1995 for the appointment of Member-nominated directors.

(G) The Directors shall be subject to retirement by rotation at three yearly intervals notwithstanding which those Directors holding office on 1 April 1997 shall not be required to retire by rotation until the Annual General Meeting of the Company held in the Year 1999. The Directors shall be eligible for re-election or re-appointment as the case may be.

(H) The quorum necessary for the transaction of the business of the Board of Directors shall be four excluding the Chairman of whom at least two shall be Directors appointed under Clause (D) of this Article.

(I) If at any meeting the Chairman of the Board of Directors is not present, the Directors present may choose one of their members to be Chairman of the meeting.

♦ amended by Special Resolutions passed on 24 April 1990, 3 October 1990 and 9 February 2001

- (J) In this Article, "Kenwake Pension Scheme" means the Kenwake Pension Scheme (formerly the Furness Pension Scheme) which was established by a trust deed dated 1 May 1975 and is now governed by a trust deed and rules dated 3 May 2000, as amended from time to time, and "Active Member" of the Kenwake Pension Scheme means a member of that Scheme who is currently in the employment of an employer participating in that Scheme.

9. A Director shall not require any share qualification.

10. Paragraphs (2) and (4) of Clause 84 of Table A shall be omitted. A Director, notwithstanding his interest, may vote in respect of any contract or arrangement in which he is interested and may be counted in the quorum present at any meeting.

11. In Clause 88 of Table A paragraph (a) shall not apply and the following paragraph shall be substituted therefor, viz:

- (a) shall be required to resign his office by notice in writing lodged at the registered Office signed by the holder or holders of not less than three-fourths of the nominal value of the issued shares of the company.

12. In Clause 126 of Table A after the words "157 of the Act" shall be added the words "and section 16 and 20 inclusive of the Companies Act 1967".

13. In Clause 134 of Table A after the following words shall be added at the end of paragraph (a) viz:

and except those who under the provisions of the Company's regulations and Articles of Association or the terms of issue of the shares held by them are not entitled to receive notices of General Meetings of the Company.

14. The following clause shall be substituted for Clause 136 of Table A, viz:

Every Director, Managing Director, alternate Director, Agent, Auditors, Executive Director, Secretary and other Officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities (including any such liability as is referred to in Section 205 of the Companies Act 1948) which he may sanction or incur in or about the execution of his duties of office or otherwise in relation thereto, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. This Article shall only have effect so far as its provisions are not avoided by the said Section.

*15. The following clause shall be substituted for Clause 107 of Table A, viz:-

The Directors may from time to time appoint one of their body to the office of

* amended/added by a Special Resolution passed on 9 February 2001

Managing Director or chief executive officer of the Company for a fixed term not exceeding five years and on such terms as they think fit, and may revoke such appointment and his appointment shall be automatically determined if he ceases from any cause to be a Director.

- *16. The following clause shall be substituted for Clause 109 of Table A, viz:-

The Managing Director or chief executive officer shall, subject to the control of the board of directors, supervise and administer all the general business and affairs of the Company.

* amended/added by a Special Resolution passed on 9 February 2001