

THE COMPANIES ACTS, 1985 AND 1989
PRIVATE COMPANY LIMITED BY SHARES

**MEMORANDUM AND ARTICLES
OF ASSOCIATION**

OF

LIMCO SEVENTY ONE LIMITED

now known as

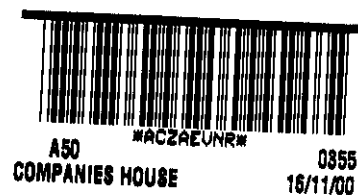
WENSLEYDALE RAILWAY LIMITED

(following the passing of a Special Resolution
changing the company name on 26 October 2000)

Incorporated on: 20th October 2000

Company Number: 4093919

**DENISON TILL
Stamford House
Piccadilly
York YO1 1PP
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(Ref: APR/JP)**



THE COMPANIES ACTS, 1985 AND 1989
PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

LIMCO SEVENTY ONE LIMITED
now known as
WENSLEYDALE RAILWAY LIMITED

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1. Pursuant to the passing of a Special Resolution on 26 October 2000 the Name of the Company is "Wensleydale Railway Limited".
 2. The Registered Office of the Company will be situated in England.
 3. The objects for which the Company is established are:
 - (A) To carry on business as a general commercial company.
 - (B) To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages and charges upon all or any part of the undertaking, property and assets (present and future) and the uncalled capital of the Company, or by the creation and issue of debentures, debenture stock or other securities of any description or, if necessary, by becoming a member of any financial institution.
 - (C) To issue any securities which the Company has power to issue for any purpose whether by way of security or indemnity or in satisfaction of any liability undertaken or agreed to be undertaken by the Company.
 - (D) To receive money on deposit or loan upon such terms as the Company may approve.
 - (E) To advance, lend or deposit money or give credit to or with any company, firm or person on such terms as may be thought fit and with or without security.
 - (F) To guarantee or give indemnities or provide security, with or without the Company receiving any consideration or advantage, direct or indirect whether by personal covenant or by mortgage or charge upon all or any part of the undertaking, property and assets (present and future) and the uncalled capital of Company, or by all or any such methods, for the performance of any contracts or obligations, and the payment of the capital or principal (together with any premium) and dividends or interest on any shares, debentures or other securities, of any person, firm or company including (but without limiting the generality of the foregoing) any company which is for the time being the holding company of the Company or another subsidiary of any such holding company or is associated with the Company in business.

- (G) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances, or emoluments to, any persons who are or were at any time in the employment or service of the Company, or of any company which is its holding company or is a subsidiary of the Company or any such other holding company or otherwise is allied to or associated with the Company, or who are or were at any time directors or officers of the Company or of any such other company, and the wives, widows, families and dependants of any such persons, and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons.
- (H) To subscribe or guarantee money for any national, charitable, benevolent, public, general or other useful object or for any purpose which may be considered directly or indirectly to further the interests of the Company or its members.
- (I) To draw, make, accept, endorse, negotiate discount, execute and issue, and to buy, sell and deal with promissory notes, bills of exchange and other negotiable or transferable instruments or securities.
- (J) To establish or contribute to any scheme for the acquisition by trustees of shares in the Company or its holding company to be held by or for the benefit of employees (including any director holding a salaried employment or office) of the Company or (so far as for the time being permitted by law) any of the Company's subsidiaries and to lend money (so far as aforesaid) to any such employees to enable them to acquire shares of the Company or its holding company and to formulate and carry into effect any scheme for sharing profits with any such employees.
- (K) To amalgamate or enter into partnership or any joint venture or arrangement for sharing profits or other association with any company, firm or person.
- (L) To promote or join in the promotion of any company whether or not having objects similar to those of the Company.
- (M) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on or possessed of any property suitable for the purposes of the Company, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.
- (N) To dispose of or otherwise deal with the undertaking and all or any of the property, assets and rights of the Company for such consideration as the Company may think fit and in particular for shares or other securities, whether fully or partly paid.
- (O) To procure the registration or incorporation of the Company in or under the laws of any territory outside England.

- (P) To subscribe, underwrite, purchase or otherwise acquire, and to hold, dispose of, and deal with shares, stocks, debentures, securities or other investments of any nature, and any options or rights in respect thereof, and to buy and sell foreign exchange.
- (Q) To distribute among members of the Company in specie or otherwise, by way of dividend or bonus or by way of reduction of capital, all or any of the property or assets of the Company, or any proceeds of sale or other disposal of any property or assets of the Company, with and subject to any incident authorised and consent required by law.
- (R) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either by or through agents, trustees, sub-contractors or otherwise.
- (S) To do all such things as are incidental or conducive to the above objects or any of them.

And it is hereby declared that, save as otherwise expressly provided, each of the paragraphs of this Clause shall be regarded as specifying separate and independent objects and accordingly shall not be in anyway limited by reference to or inference from any other paragraph or the order in which the same occur or the name of the Company.

4. The liability of the Members is limited.

5. The share capital of the Company is £10,000,000.00 divided into 10,000,000 shares of £1 each.

I, the person whose name, address and description are subscribed, am desirous of being formed into a company, in pursuance of this Memorandum of Association, and I respectively agree to take the number of shares in the capital of the Company set opposite my name.

NAME, ADDRESS AND DESCRIPTION OF SUBSCRIBER	Number of Shares Taken by Subscriber
ANTHONY PETER RIDGE	1
Total shares taken	1

Dated the 20th day of October 2000

A P RIDGE

.....
ANTHONY PETER RIDGE

J PARSONS

Witness to the above Signature:-

Name:- JEAN PARSONS
Address:- STAMFORD HOUSE,
PICCADILLY,
YORK YO1 1PP

Occupation:- LEGAL SECRETARY

THE COMPANIES ACT, 1985
PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

LIMCO SEVENTY ONE LIMITED
now known as
WENSLEYDALE RAILWAY LIMITED
(following the passing of a Special Resolution
changing the company name on 26 October 2000)

PRELIMINARY

1. The regulations contained in Table A (hereinafter called "Table A") in The Companies (Tables A to F) Regulations 1985 (as amended) shall, except as provided by and so far as not inconsistent with these Articles, apply to the Company. References in these Articles to regulations are references to regulations in Table A. The references in Table A applicable to the Company under any former enactment relating to companies shall not apply.
2. The Company is a private company and accordingly no offer shall be made to the public (whether for cash or otherwise) of any shares in or debentures of the Company and no allotment or agreement to allot (whether for cash or otherwise) shall be made of any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.

SHARE CAPITAL

3. The share capital of the Company is £10,000,000.00 divided into 10,000,000 Ordinary Shares of £1 each.
4. (A) Subject to Section 80 of the Act all unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper.
 - (B) (i) The general authority conferred by this Article shall extend to all relevant securities of the Company from time to time unissued during the currency of such authority. The general authority conferred by this Article shall expire on the fifth anniversary of the incorporation of the Company unless varied or revoked or renewed by the Company in General Meeting.
 - (ii) The Directors shall be entitled under the general authority conferred by this Article to make at any time before the expiry of such authority any offer or agreement which will or may require securities to be allotted after the expiry of such authority.
 - (iii) Pursuant to an Ordinary Resolution of the Company dated 31 October 2000 the Directors be and they are hereby generally and unconditionally

authorised for the purpose of Section 80 of the Companies Act 1985 to exercise any power of the Company to allot and dispose of or grant options over relevant securities (as defined in the said section) of the Company up to a maximum of £10,000,000.00 to such persons at such times and upon such terms and conditions as they may determine (subject to the Articles of Association of the Company) provided that the authority hereby given shall expire on 31 October 2005.

- (iv) Pursuant to a Special Resolution of the Company dated 31 October 2000 that by virtue of section 95(1) of the Companies Act 1985 the Directors be and are hereby generally and unconditionally authorised until 31 October 2005 to allot relevant securities pursuant to any authority conferred upon them under section 80 of the Companies Act 1985 as if section 89(1) of that Act did not apply.

5. Subject as provided by law, the Company may:

- (i) issue any shares which are to be redeemed or are liable to be redeemed at the option of the Company or the holder thereof;
- (ii) purchase its own shares (including any redeemable shares); and
- (iii) make a payment in respect of the redemption or purchase (as the case may be) of any of its own shares otherwise than out of its distributable profits or the proceeds of a fresh issue of shares.

TRANSFER OF SHARES

- 6. The Directors in their absolute discretion and without assigning any reason therefor may decline to register any transfer of a share which is not fully paid or on which the Company has a lien. Regulation 24 shall be modified accordingly.
- 7. Subject to Article 6 of these Articles any share may at any time be transferred to a person who is already a member of the Company. Save as aforesaid the Director shall have an absolute right, without assigning any reason therefor, to refuse to register any transfer of a share (whether fully paid or not).

PROCEEDINGS AT GENERAL MEETINGS

- 8. A poll may be demanded at any General Meeting by the Chairman or by any member present in person or by proxy and entitled to vote. Regulation 46 shall be modified accordingly.
- 9. Any instrument appointing a proxy may be in any usual or common form or in any other form which the Directors may approve. Such instrument (and, where it is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof) must either be delivered at such place or one of such places (if any) as may be specified for that purpose in or by way of note to the notice convening the meeting (or, if no place is so specified, at the registered office at least one hour before the time appointed for holding the meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used or be delivered to the Secretary (or the Chairman of the meeting) on the day and at the place of the meeting or adjourned meeting or poll. An instrument of proxy shall not be treated as valid until such delivery shall have been effected. Regulations 60, 61 and 62 shall not apply.

10. On a poll or on a show of hands the Chairman of the General Meeting shall not be entitled to a second or casting vote. Regulation 50 shall not apply.
11. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a General Meeting shall be as effectual as if it had been passed at a General Meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members. If the resolution in writing is described as a special resolution or as an extraordinary resolution it shall have effect accordingly. Regulation 53 shall be modified accordingly.

DIRECTORS

12. Subject as hereinafter provided the Directors shall not be less than one. The first Directors shall be appointed in writing by the subscribers of the Memorandum of Association. The Company may by ordinary resolution from time to time vary the minimum number and/or fix and from time to time vary a maximum number of Directors. Regulation 64 shall not apply. If the number of Directors is less than the number fixed as the quorum, the continuing Directors or sole Director may nevertheless act for all purposes. Regulation 90 shall not apply.
13. The ordinary remuneration of the Directors shall from time to time be determined by an ordinary resolution of the Company and shall (unless such resolution otherwise provides) be divisible among the Directors as they may agree, or, failing agreement, equally, except that any Director who shall hold office for part only of the period in respect of which such remuneration is payable shall be entitled only to rank in such division for a proportion of remuneration related to the period during which he has held office. Any Director who performs services which, in the opinion of the Directors are outside the scope of the ordinary duties of a Director, may be paid such extra remuneration by way of salary, commission or otherwise as the Directors may determine. Regulations 82 and 83 shall be modified accordingly.
14. On any matter in which a Director is in any way interested he may, subject to his having duly declared in accordance with Section 317 of the Act his interest therein, nevertheless vote and be taken into account for the purposes of a quorum. Regulation 94, other than the last paragraph thereof, shall not apply. Regulation 98 shall not apply.
15. The office of a Director shall be vacated in any of the events specified in Regulation 81.
16. The Directors shall not be subject to retirement by rotation. Regulations 73, 74 and 75 shall not apply. Regulations 76 and 77 shall be modified by the deletion of references to Directors retiring by rotation.
17. A resolution in writing signed or approved by letter or telex by all the Directors shall be effective as a resolution duly passed at a meeting of the Directors and may consist of several documents in the like form, each signed by one or more of the Directors. Regulation 93 shall not apply.
18. At a meeting of the Directors the Chairman (if any) shall not be entitled to a second or casting vote. All Directors shall be entitled to notice of all meetings of the Directors. Regulation 88 shall be modified accordingly.

INDEMNITY

19. Subject to the provisions of and so far as may be permitted by law, every Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto, including any liability

incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgment is given in his favour (or the proceedings otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted, or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the Court. Regulation 118 shall not apply.

INFORMATION

20. It shall be the duty of any member of the Company upon request by any of the Directors to furnish all information in his possession or power (supported, if required by the Directors, by a statutory declaration) relating to, or which in the opinion of that Director might relate to, the status of the Company as a close company within the meaning of Section 414 of the Income and Corporation Taxes Act, 1988 (as amended) or any statutory modification or re-enactment thereof or as to the beneficial ownership of any shares for the time being registered in that member's name.

NAME, ADDRESS AND DESCRIPTION OF SUBSCRIBER

Name: **ANTHONY PETER RIDGE**
Address: Stamford House, Piccadilly, York YO1 9PP
Occupation: Solicitor

A P RIDGE

Signed:

Dated the 20th day of October 2000

Witness to the above Signature:-

J PARSONS

.....

Name: JEAN PARSONS
Address: Stamford House, Piccadilly, York YO1 9PP
Occupation: LEGAL SECRETARY

COMPANY NO.4093919

LIMCO SEVENTY ONE LIMITED

The Companies Act 1985

Written Resolutions of

LIMCO SEVENTY ONE LIMITED

Dated 31ST October 2000.

I the undersigned, being the member for the time being of the Company entitled to receive notice of and attend and vote at a General Meeting in respect of the Resolutions set out below **HEREBY PASS** the following Resolutions pursuant to the Articles of Association of the Company, Section 381A(6) of the Companies Act 1985 and all other powers in that behalf:

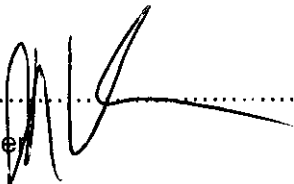
ORDINARY RESOLUTIONS

1. That the authorised share capital of the Company be hereby increased from £100.00 to £10,000,000.00 by the creation of £9,999,900 new ordinary shares of £1 each ranking pari passu in all respects with the existing ordinary shares in the Company and that the Articles of Association be amended to reflect this increase in the authorised share capital of the Company..
2. That the Directors be and they are hereby generally and unconditionally authorised for the purpose of section 80 of the Companies Act 1985 to exercise any power of the Company to allot and dispose of or grant options over relevant securities (as defined in the said section) of the Company up to a maximum nominal amount of £10,000,000.00 to such persons at such times and upon such terms and conditions as they may determine (subject to the Articles of Association of the Company) provided that the authority hereby given shall expire on 31st October 2005.

SPECIAL RESOLUTIONS

3. That by virtue of section 95(1) of the Companies Act 1985 the Directors be and are hereby generally and unconditionally authorised until 31st October 2005 to allot relevant securities pursuant to any authority conferred upon them under section 80 of the Companies Act 1985 as if section 89(1) of that Act did not apply.

4. That all ordinary shares issued and allotted prior to the date hereof be authorised and approved at that the company secretary be authorised to issue share certificates in respect thereof.

.....
Shareholder 

N.B. A copy of the above resolutions has been given to
the Auditors of the Company prior to the date hereof

NOTE

A member who would be entitled to attend and vote at a General Meeting of the Company and consider the above Resolution(s) if one were being called may consent in writing to the passing of the above Resolution(s) or may appoint a proxy to vote instead of him. A proxy need not be a member of the Company.