

Res 13 Meeting about change of name

GREAT NORTH EASTERN RAILWAY LIMITED

(THE 'COMPANY')

COMPANY NO. 02938984

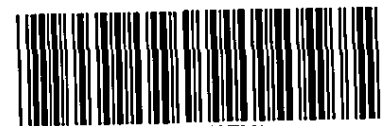
MINUTES of a meeting of the board of directors of the Company held at 91 Waterloo Road, London SE1 8RT on 22 April 2009 at 11.20 am

Present: Robert Mackenzie

Andrew Dalton

In attendance: Tom Fielden

WEDNESDAY



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29/04/2009

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COMPANIES HOUSE

1. Opening

Robert Mackenzie took the chair and noted that the meeting had been duly convened and that a quorum was present.

2. Declaration

There was produced to the meeting:

- (a) A general notice of declaration of interest by Andrew Dalton dated 24 February 2009 given under section 185 of the Companies Act 2006 (attached hereto) (the "**AD Declaration of Interest**") to the effect that he is to be regarded as interested in any transaction or arrangements that may be made with any of the body corporates listed in the AD Declaration of Interest. The AD Declaration of Interest was read out to the meeting and its contents duly noted.
- (b) A general notice of declaration of interest by Robert Mackenzie dated 24 February 2009 given under section 185 of the Companies Act 2006 (attached hereto) (the "**RM Declaration of Interest**") to the effect that he is to be regarded as interest in any transaction or arrangements that may be made with any of the body corporates listed in the RM Declaration of Interest. The RM Declaration of Interest was read out to the meeting and its contents duly noted.
- (c) It was noted that pursuant to the Company's articles of association, a director may vote and form part of a quorum in relation to any proposed transaction or arrangements in which he/she is interested.

3. Change of name

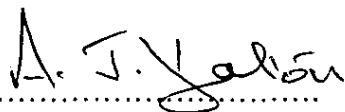
- (a) The Board noted that it is ultimately intended that the Company be placed in Members Voluntary Liquidation and that suitable preparations are being made for this event.
- (b) Taking into account advice from Ernst & Young the Board noted that the liquidation process will require advertisements to be placed in *The London Gazette* and *The Times* inviting potential creditors to come forward. The Board further noted that, given the former public profile of the Company, these advertisements could generate significant volumes of spurious responses.
- (c) The Board considered that an appropriate precaution against such responses would be to change the name of the Company. The former name would still appear in the advertisement, but in a less prominent manner.

4. Special Resolution

Following careful consideration of the matters **IT WAS RESOLVED** that the Company change its name from **Great North Eastern Railway Limited** to **02938984 Limited** and that the necessary process to do this be initiated immediately.

5. Close

There being no further business, the Chairman declared the meeting closed.

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Director