

**WRITTEN SPECIAL RESOLUTION
OF THE SHAREHOLDERS OF RIVERS MACHINERY LIMITED
("THE COMPANY")
(Company Number 2188798)**



IT IS RESOLVED THAT:

the articles of association of the company be amended in the following manner:

1. by the removal in article 2.3.1 of the words:

"30 June 2002	£50,000
30 June 2003	£50,000
30 June 2004	£50,000",

the substitution of the figure of £200,000 in place of the figure of £50,000 where it last appears in article 2.3.1,

and the corresponding change in the redemption schedule for the preference shares of £1 each (including, without limitation, such that it shall be deemed for all purposes that no preference shares shall have been due to be redeemed on 30 June 2002 and any outstanding obligation on the part of the company to do so shall be extinguished);

2. by the addition of the following as a new article 15A immediately after existing article 15:

15A. "A member or members having the right to attend and vote at any general meeting of the company and holding at least 51% in nominal value of the shares giving that right may from time to time by notice in writing to the company remove any director from office or appoint any person to be a director, and any such removal or appointment shall be deemed to be an act of the company and not only of such member or members. Any such notice may consist of one or more documents each executed by or on behalf of such member or members and shall take effect at and from the time when such notice is received at the registered office of the company or produced to a meeting of the directors of the company.";

3. by the addition at the end of article 16 of the words "The third sentence of regulation 88 of Table A shall not apply to the company."; and

4. by the addition of the following as a new article 17A immediately after existing article 17:

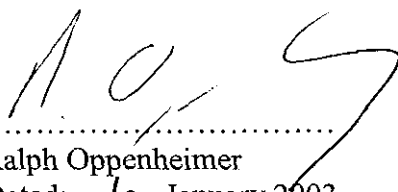
17A. "Any director may participate in a meeting of directors by means of any communications system whereby all those participating in the meeting can hear and address each other. Such participation shall be deemed to constitute presence in person at such meeting for all purposes including that of establishing a quorum. A meeting held by such means shall be deemed to

take place where the largest number of participators is assembled or if no such group can be identified at the location of the chairman."; and

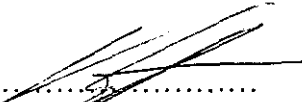
5. by the addition of the following as a new article 22 immediately after existing article 21:

"NOTICES

22. The third sentence of regulation 112 of Table A shall not apply to the company."

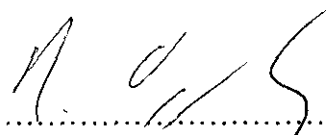

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Ralph Oppenheimer

Dated: 6 January 2003


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Kepro Besitz GmbH & Co Edv-Dienstleistungs KG

Dated: 6 January 2003

We, being the holders of all the preference shares of £1 each of the company, consent to the above resolution being passed as a special resolution notwithstanding the changes to the class rights of such preference shares.


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for and on behalf of
Stemcor Holdings Limited

Dated: 6 January 2003