
**STATUTORY DECLARATION
OF
ANDREW PATRICK KENNEDY**

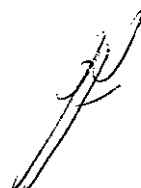
I *Andrew Patrick Kennedy* of *12, Topham Bank, Edinburgh.*
DO SOLEMNLY AND SINCERELY DECLARE AS FOLLOWS:

1. I am the Company Secretary of Babcock Rosyth Defence Limited ("the Company") which was incorporated on 3 July 1986 in Scotland with the registered number SC99884.

2. On 15 January 1997, a written resolution was passed by the Company, amending its existing Articles of Association to incorporate the following new Article 1A:

"For so long as the Company holds a nuclear site licence issued pursuant to the Nuclear Installations Act 1965 (as amended) or until the end of its period of responsibility, whichever is the later, the Directors shall in their conduct of the management of the Company in terms of the safety of operations conducted at Rosyth Royal Dockyard have due regard to the requirements of that Act and the terms of any nuclear site licence granted in respect of that site".

3. This written resolution contained an error; the word "Company" in the first line should have read "Rosyth Royal Dockyard Limited". A copy of the incorrect written resolution was faxed to the Registrar of Companies in Edinburgh by the Company's Solicitors, Messrs Hammond Suddards of Trinity Court, 16 John Dalton Street, Manchester M60 8HS, under cover of a letter dated 16 January 1997. The original document was sent to the Registrar of Companies by DX under cover of a further letter from Hammond Suddards dated 17 January 1997.



Copies of Hammond Suddards' letters to the Registrar of Companies of 16 and 17 January 1997, together with their enclosures are now produced and shown to me marked "APK1" and "APK2" respectively.

4. A further written resolution to replace the incorrect written resolution was passed by the Company and dated 15 January 1997, in accordance with instructions received from the Registrar of Companies on the appropriate procedure to be followed in these circumstances.

A copy of the replacement written resolution is now produced and shown to me, marked "APK3".

5. From my own knowledge I am now satisfied that the incorrect written resolution referred to above should not have been passed or filed with the Registrar of Companies and that the replacement written resolution is the correct document for filing.
6. I hereby request that the Registrar of Companies cancels the incorrect written resolution and places on file the correct replacement written resolution which is now submitted.

AND I MAKE THIS SOLEMN DECLARATION conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Declared at *EDINBURGH*
on *30 JANUARY 1997*
before me *HUGH CRAIG BOWMAN*

H Craig Bowman
.....
SOLICITOR/COMMISSIONER FOR OATHS

EXHIBIT 1

This is the exhibit marked "APK1" referred to in the Statutory Declaration of ANDREW
PATRICK KENNEDY

declared this 30 day of JANUARY 1997

before me


A Solicitor/Commissioner for Oaths

HAMMOND SUDDARDS

SOLICITORS

Trinity Court
16 John Dalton Street
Manchester
M60 8HS
Telephone (0161) 830 5000
DX No. 14347 Manchester 1
Fax (0161) 830 5001

FACSIMILE TRANSMISSION

Our Ref: CE

Matter No: BAB.13-20

To: COMPANIES HOUSE
RECORDS DEPT

F A O:

Fax No: 0131 535 5820

Date: 16.1.97

Telephone No: 0131 535 5868

Time:

Number of Pages (including this sheet): 2

If this transmission is not fully or legibly received please telephone

The information in this facsimile transmission is confidential. Its contents are not to be disclosed to anyone other than the addressee except with the authority of the addressee. Unauthorised recipients are requested to maintain this confidentiality and immediately to advise the sender by telephone/fax of any error or misdirection in transmission.

BABCOCK ROYTH DEFENCE LIMITED
COMPANY NO: 99884

PLEASE FIND ATTACHED COPY WRITTEN RESOLUTION OF
THE ABOVE COMPANY DEALING WITH AMENDMENT OF
THE ARTICLES OF ASSOCIATION.
ORIGINAL DOCUMENT WILL FOLLOW AS SOON AS POSSIBLE.

Offices also at:

2 Park Lane
Leeds
LS3 1ES
Telephone (0113) 284 7000
Fax (0113) 284 7001

Moor House
119 London Wall
London
EC2Y 5ET
Telephone (0171) 448 1000
Fax (0171) 448 1001

Pennine House
39-45 Well Street
Bradford
BD1 5NU
Telephone (01274) 734700
Fax (01274) 307239

Suite 688 Lloyd's
One Lime Street
London
EC3M 7JA
Telephone (0171) 327 3388/3399
Fax (0171) 621 1217

Avenue Louise 250
1050 Brussels
Belgium
Telephone (00) 32 2 627 7676
Fax (00) 32 2 627 7686

WRITTEN RESOLUTION OF BABCOCK ROSYTH DEFENCE LIMITED
(Number 99884) passed on 15 January 1997

WRITTEN RESOLUTION

1. **THAT** there be inserted into the Articles of Association of the Company a new Article 1A as follows:

"For so long as the Company holds a nuclear site licence issued pursuant to the Nuclear Installations Act 1965 (as amended) or until the end of its period of responsibility, whichever is the later, the Directors shall in their conduct of the management of the Company in terms of the safety of operations conducted at Rosyth Royal Dockyard have due regard to the requirements of that Act and the terms of any nuclear site licence granted in respect of that site."


.....
for and on behalf of
Babcock International Limited (sole shareholder)

0181 838 5021

EXHIBIT 2

This is the exhibit marked "APK2" referred to in the Statutory Declaration of ANDREW
PATRICK KENNEDY

declared this 30 day of JANUARY 1997

before me


.....
A Solicitor/Commissioner for Oaths