

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

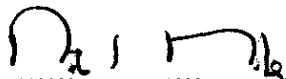
WRITTEN RESOLUTIONS

of

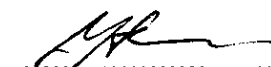
ALTRA HOLDINGS LIMITED (the "Company")

We, being all the members of the Company who at the date of this resolution are entitled to attend and vote at general meetings of the Company, hereby unanimously **RESOLVE** that the following resolutions be passed as written resolutions of the Company in accordance with section 381A Companies Act 1985 and agree that the said resolutions shall for all purposes be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held:-

1. **THAT**, in substitution for any previous authority, the directors be hereby generally and unconditionally authorised, in accordance with Section 80 Companies Act 1985, to allot relevant securities (as defined in that section) up to a maximum aggregate nominal amount of relevant securities of £79,750 (being the authorised but unissued share capital of the Company); provided that this authority will expire on the date being five years from the date on which this resolution is passed, but the Company may before this authority expires make an offer or agreement which would or might require relevant securities to be allotted after this authority expires and the directors may allot relevant securities pursuant to such offer or agreement as if this authority had not expired.
2. **THAT**, subject to the passing of resolution 1 the Directors be hereby given power in accordance with Section 95 Companies Act 1985 to allot equity securities (within the meaning of Section 94 of that Act) pursuant to the authority conferred by resolution 1 above as if Section 89(1) of the Act did not apply to the allotment provided that such power shall expire on the date being five years from the date on which this resolution is passed unless previously renewed, varied or revoked by the Company in general meeting but the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of that offer or agreement as if this power had not expired.


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Peter J. Milne
For and on behalf of
Deutag UK Limited

Dated: 1 October, 2003


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M.J.L. Salter
for and on behalf of
KCA Deutag Drilling Group Limited

Dated: 1 October, 2003

