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APPENDIX 2

Form of written resolution to be filed at Companies House under the 2006 Act

The Companies Act 2006

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

passed as

WRITTEN RESOLUTIONS

of

C D JORDAN & SON (TRANSPORT) LIMITED

(the "Company")

(Passed pursuant to section 288 the Companies Act 2006)

WE, the undersigned, being or representing all the members of the Company, HEREBY RESOLVE as follows:

RESOLUTIONS

1. **THAT** the Company, in good faith and for the purpose of carrying on its business, enter into a legal charge to be entered into on or around the date hereof by, inter alios, the Company in favour of HSBC Bank Plc as security agent for the Secured Parties (as such term is defined in a facilities agreement to be entered into on or around the date hereof by (1) the Company's holding company, European Metal Recycling Limited (the "**Parent**"), (2) the companies listed in Part 1 of Schedule 1 thereto as Original Borrowers and Original Guarantors (the Parent and the Original Guarantors being together the "**Group**") (3) Barclays Capital, HSBC Bank plc, Lloyds TSB Corporate Markets, The Royal Bank of Scotland Plc and Svenska Handelsbanken AB as mandated lead arrangers, (4) the financial institutions listed in Part 2 of Schedule 1 thereto as lenders, (5) the financial institutions listed in Part 3 of Schedule 1 thereto as ancillary lenders and (6) HSBC Bank plc as Agent and Security Agent for the Secured Parties (the "**Facilities Agreement**") pursuant to which the Company would be required to grant a fixed charge over certain of its property securing, inter alia, any liability of any member of the Group to the Secured Parties under the Facilities Agreement and any other finance and security documents entered into in relation thereto, up to the realised value of the assets being secured (the "**Legal Charge**").

THURSDAY

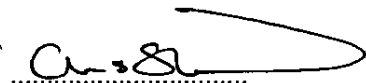


2. **THAT** the directors be authorised to pass and to implement such resolutions as they think fit in connection with the Company's entry into the Legal Charge and the performance of its obligations and the exercise of its rights in relation to the Legal Charge, including as regards approval and execution of the Legal Charge.
3. **THAT**, with effect from the passing of this resolution the following new sub-clause be inserted immediately after sub-clause 3(6) as a new sub-clause 3(7) in the Memorandum of Association of the Company (and the consequential re-numbering of each subsequent sub-clause):

"to guarantee or otherwise support or secure, either with or without the Company receiving any consideration or advantage and whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property, assets, rights and revenues (present and future) and uncalled capital of the Company, or by both such methods or by any other means whatever, the performance of the liabilities and obligations of and the repayment or payment of any moneys whatever by any person, firm or company, including (but not limited to):

- (i) any liabilities and obligations whatever of, and the repayment or payment of any moneys whatever by, any company which is for the time being or is likely to become the Company's holding company or a subsidiary of the Company or another subsidiary of the Company's holding company or otherwise associated with the Company in business; and*
- (ii) any liabilities and obligations incurred in connection with or for the purpose of the acquisition of shares in the Company or in any company which is for the time being the Company's holding company in so far as the giving of any such guarantee or other support or security is not prohibited by law; and*
- (iii) the repayment or payment of the principal amounts of, and premiums, interest and dividends on, any borrowings and securities"*

Signed



Director/Secretary

Dated: 9 January 2009