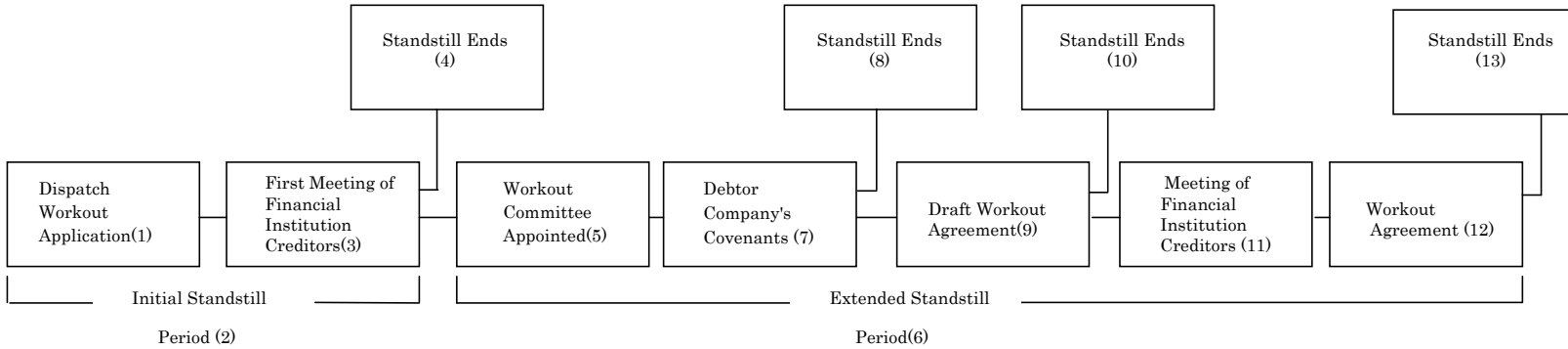


Attachment 3

Diagram

Proposed Amendments to Agreement to Promote Company Restructuring



1. A Debtor Company and/or a Financial Institution Creditor of the Debtor Company may give a Workout Application to all Financial Institution Creditors of the Debtor.
2. Dispatch of a Workout Application automatically initiates the Initial Standstill Period during which there is a moratorium on the prosecution by Financial Creditors of their Claims against the Debtor. The moratorium continues until the end of the First Meeting of Financial Creditors.
3. The First Meeting of Financial Creditors can appoint a Workout Committee. If it does so, there is an extension of the moratorium or standstill period for 60 days or such other time as the First Meeting of Financial Creditors may determine.
4. If the First Meeting of Financial Creditors concludes without a Workout Committee having appointed the moratorium comes to an end and the Agreement otherwise ceases to apply.
5. The Workout Committee is made up of an independent chairman, a representative from each of the 3 Financial Creditors with the largest Claims and representatives from other 3 Financial Creditors.

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6. The duration of the Extended Standstill Period is agreed at the First Meeting of Financial Creditors. It may terminate at various “decision points” depending upon the progress being made towards the formalization of a Workout Agreement.
7. The first task the of the Workout Committee is to undertake negotiation with the Debtor for the purpose of securing its agreement under which:
 - (a) It will provide financial information to the Workout Committee.
 - (b) It will, in effect, maintain its business and not grant any security interests or otherwise prefer the claims of any of its creditors.
 - (c) It will pay the costs of the Workout Committee.
 - (d) It will indemnify the members of the Workout Committee.
8. In the event that the Debtor fails to give those Covenants, the Extended Standstill Period may be brought an end and the operation of the Agreement otherwise terminated. The same is the case if the Debtor either breaches a material term of any of those covenants or becomes subject to an insolvency proceeding.
9. The Workout Committee, having reviewed the financial and other material provided to it by the Debtor, negotiates the terms of a draft Workout Agreement with Debtor in terms which the Committee would be prepared to submit to a meeting of Financial Creditors for adoption.
10. If the Workout Committee forms the unanimous opinion that no purpose is served by continuing the Extended Standstill Period it may convene a meeting of Financial Creditors for consideration to terminate the moratorium.
11. Once a draft Workout Agreement has been settled as between the Workout Committee and Debtor is submitted to a meeting of Financial Creditors of consideration and adoption.
12. If the draft Workout Agreement is adopted its terms will then regulate the rights and obligations of Financial Creditors.
13. If the Workout Agreement is not adopted the Extended Standstill Period ends.

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