Shareholders' Resolution
to
amend Class B Class Share Weight

Resolved by the Board of Directors of UserGroup Inc. with the Shareholders' thereof concurring, that –

(1) § 2.3.2 of the Certificate of Incorporation and Shareholders' Agreement ("Agreement") is amended as follows:

vote in Shareholder matters with a Class Share Weight of **1.**

(2) A new Agreement based on this Amendment is put into the docket and reflects any changes made herein.