

BINDER HAMLYN

21/8/97

15 July 1997

The Company Secretary
FKI plc
West House
King Cross Road
Halifax
HX1 1EB

Andersen Worldwide

St Paul's House
Park Square
Leeds LS1 2PJ
0113 244 0204 Telephone
0113 242 5938 Facsimile

For the attention of M Porter Esq

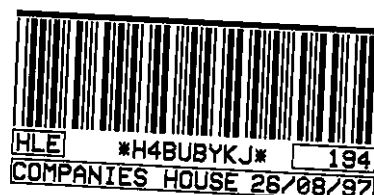
Dear Sir

As requested, we hereby submit our resignation as auditor of the companies set out in the attachment with effect from today's date.

As required by section 394(1) of the Companies Act 1985, we confirm that there are no circumstances which we consider should be brought to the notice of the members or the creditors of the companies.

Yours faithfully,

Richard Hamlyn



FKI

Resignation of Binder Hamlyn

Brush Electrical Machines Limited
Brush Transformers Limited
Hawker Siddeley Switchgear Limited
Hawker Siddeley Power Transformers Limited
Falcon Testing Laboratories Limited
Brush Electrical Engineering Company Limited
Brush Switchgear Limited
Brush Traction Limited

**BRUSH ELECTRICAL MACHINES LIMITED
WEST HOUSE
KING CROSS ROAD
HALIFAX
HX1 1EB**

Our Ref: MJRP/VC

22 August 1997

The Registrar of Companies
Companies House
25 Queen Street
LEEDS
LS1 2TW

Dear Sirs

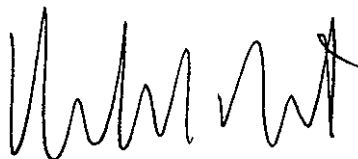
I hereby notify you in accordance with Section 390 (3)(a) of the Companies Act 1985 that this Company's auditors, Binder Hamlyn, have resigned with effect from 15 July 1997.

Enclosed is a copy notice from the outgoing auditors, Binder Hamlyn, in accordance with Section 390 of the Companies Act 1985 from which you will note that there are no circumstances connected with the resignation which Binder Hamlyn consider should be brought to the notice of the members or the creditors of the Companies.

The directors have taken action to fill the casual vacancy caused by the resignation of Binder Hamlyn and as soon as the appropriate resolution has been passed by Shareholders in General Meeting approving the re-appointment of the incoming Auditors, a copy of that Resolution will be sent to you in the normal way.

I should be grateful if you would kindly acknowledge receipt of this letter by way of stamping the duplicate copy thereof and returning it in the stamped addressed envelope provided.

Yours faithfully
for Brush Electrical Machines Limited



M J R PORTER
Company Secretary