

London, 3 May 2002.
Certified a true copy.

John A Reilly
Solicitor

RECORD OF DECISION(S) BY A SOLE MEMBER FOR INCLUSION IN THE COMPANY'S MINUTE BOOK

Company Number: 337167

The Companies Act 1985

A PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RECORD OF THE DECISIONS OF THE SOLE MEMBER

RAYTHEON UNITED KINGDOM LIMITED
(THE "COMPANY")

PROVIDED PURSUANT TO SECTION 382B(1) OF THE COMPANIES ACT 1985

(decisions taken on 30 April 2002)



Pursuant to section 382B(1) of the Companies Act 1985, the sole member of the Company has provided the Company with a written record of the following decisions taken on 30 April 2002, being decisions which may be taken by the Company in general meeting and which have effect as if agreed by the Company in general meeting as ordinary resolutions and a special resolution of the Company respectively indicated:

ORDINARY RESOLUTIONS

1. **INCREASE IN SHARE CAPITAL**

That the authorised capital of the Company be increased to £84,895,701 by the creation of 4 shares of £0.25 each, ranking pari passu in all respects with the existing 339,582,800 shares in the capital of the Company.

2. **AUTHORITY TO ISSUE SHARES**

That in accordance with section 80 of the Companies Act 1985, the directors be generally and unconditionally authorised, for the period commencing on and with effect from the date of the passing of this resolution and expiring on the fifth anniversary of that date, to exercise all the Company's powers to allot 4 shares of £0.25 each on the capital of the Company.

3. **ALLOTMENT OF SHARES TO RAYTHEON E-SYSTEMS, INC.**

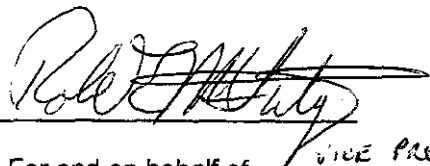
That there being produced:

- (a) a copy of an Unanimous Written Consent of the Board of Directors in Lieu of Special Meeting of Raytheon E-Systems, Inc. (RESI), dated 26 November 2001 requesting that, in consideration for the transfer to the Company of RESI's 2 shares at £1 each in the capital of Raytheon E-Systems Limited (RESL), that the Company allot to RESI 4 shares at £0.25 each in the capital of the Company, and
- (b) a duly executed Stock Transfer form on behalf of RESI transferring to the Company 1 share at £1 each in the capital of RESL and a duly executed Stock Transfer form on behalf of RESI nominee shareholder, Martin Roland George Wood, transferring to the Company 1 share at £1 each in the capital of RESL there be allotted to RESI 4 shares at £0.25 each in the capital of the Company, RESI be issued with a share certificate in respect of said allotment, and the Company's Members' Register be updated accordingly.

SPECIAL RESOLUTION

4. DISAPPLICATION OF THE COMPANIES ACT 1985, SECTION 89

That the pre-emption provisions in section 89 of the Companies Act 1985 be excluded and shall not apply to the allotment of 4 shares of £0.25 each in the capital of the Company pursuant to the authority granted to the directors by resolution 2.

Signed:  Date: 30 April 2002
For and on behalf of VICE PRESIDENT.
Raytheon Company