

Company No 3141789

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

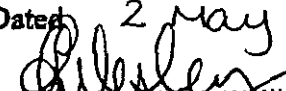
ALSTOM AUTOMATION SYSTEMS LIMITED


We, being all the members of the Company who at the date of this resolution are entitled to attend and vote at general meetings of the Company, hereby unanimously **RESOLVE** that the following resolution be passed as a written resolution having effect as a special resolution of the Company in accordance with section 381A of the Companies Act 1985 and agree that the said resolution shall for all purposes be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held:-

SPECIAL RESOLUTION

THAT the Company be authorised to give the financial assistance (falling within the definition contained in section 152 of the Companies Act 1985) described in the declaration sworn by the directors of the Company, a copy of which is annexed hereto and initialled for identification purposes and to enter into the documents and carry out the acts referred to in that declaration (the provision of such financial assistance being in the best interests and for the benefit of the Company).

Dated 2 May 2000


a duly authorised officer of
Pinco 1361 Limited as
attorney for Alstom Controls Limited


a duly authorised officer of
Pinco 1361 Limited as
attorney for Alstom UK Limited



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NO. 870 P. 2/3

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P. 2/3

3. MAY. 2000 12:40