



RAINFORD GROUP PLC  
Company No. 2701593



Written Resolutions

Written resolutions of the members of the Company taken pursuant to Article 69 of the Company's Articles of Association.

We being all the members of the Company do hereby resolve:

SPECIAL RESOLUTIONS

THAT:

1. Rainford Group PLC be re-registered as a private company limited by shares within the meaning of the Companies Act 1985.
2. the name of the Company be changed to Rainford Group Limited.
3. the Memorandum of Association of the Company be amended
  - (a) by the deletion of the name Rainford Group PLC and the substitution of Rainford Group Limited
  - (b) by inserting as a new clause 2 the words "The Company is to be a private limited company".
4. the Articles of Association in the form of a draft produced at the meeting and initialed by the Chairman for identification purposes be and are hereby adopted as the new Articles of Association of the Company in replacement of and in substitution for the existing Articles of Association of Rainford Group PLC.

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## ORDINARY RESOLUTIONS

THAT:

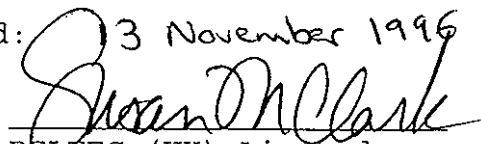
5. the following be appointed directors of the Company:  
  
Dudley P. Sheffler  
John L. Wilson
6. Susan M. Clark be appointed Secretary and John Acornley be appointed Assistant Secretary of the Company.
7. the resignations of Alan Ferguson as Director and of John Acornley as Director and Secretary be accepted.
8. the Accounting Reference Date of the Company be shortened from 31 March 1997 to 31 December 1996.

## ELECTIVE RESOLUTIONS

9. That conditional upon receipt of a re-registration certificate from the Registrar of Companies for Rainford Group Limited we hereby elect:
  - (a) to dispense with the laying of accounts and reports before the Company in General Meeting in respect of the year ended 31 December 1996 and subsequent financial years.
  - (b) to dispense with the holding of the Annual General Meeting for 1997 and subsequent years.

(c) to dispense with the obligation to appoint  
auditors annually.


Dated: 13 November 1996



RELTEC (UK) Limited

By: Susan M. Clark

Its: Director & Secretary



RELTEC Foreign Holdings, Inc.

By: Susan M. Clark

Its: Secretary