

United Kingdom

9 November 2006

ALSTOM Automation International Ltd
Newbold Road
Rugby
Warwickshire
CV21 2NH

Dear Sirs

Issue of Shares in ALSTOM Automation International Ltd

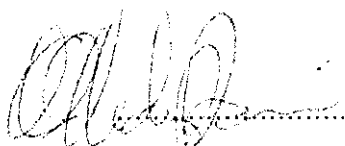
ALSTOM UK Holdings Limited hereby applies for one unclassified share in ALSTOM Automation International Ltd.

This letter records the terms of agreement (the "**Agreement**") between ALSTOM Automation International Ltd (the "**Issuer**") and ALSTOM UK Holdings Ltd (the "**Receiver**") for the issue of one unclassified share in ALSTOM Automation International Ltd valued at £1,668,000 (the "**Issue**"). The Agreement is made on the date of this letter should it be approved by the Issuer.

The Issuer hereby agrees to issue to the Receiver the whole of the legal and beneficial interest in one unclassified share in ALSTOM Automation International Ltd valued at £1,668,000 (the "**Share**").

In consideration for the issue of the Share, the Receiver hereby agrees to waive the outstanding inter-company debt of £1,668,000 owed by the Issuer to the Receiver.

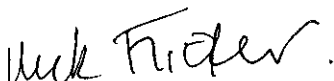
Yours faithfully

 (Director)

Altan Cledwyn-Davies

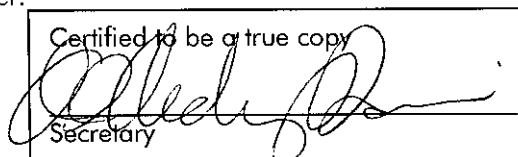
on behalf of **ALSTOM UK Holdings Ltd**

Sign below to confirm that you agree to the terms of this letter.


..... (Director)

Mark Flicker

on behalf of **ALSTOM Automation International Ltd**

Certified to be a true copy

Secretary
Date: 13/11/06

