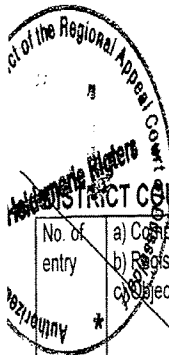


TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

| | | | |
|--|--|-----------------------|--------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | CHANGE OF NAME | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Deutsche Babcock Aktiengesellschaft | | 03/19/1999 | COMPANY: GERMANY |
| RECEIVING PARTY DATA | | | |
| Name: | Babcock Borsig Aktiengesellschaft | | |
| Street Address: | Duisburger Strasse 375 | | |
| City: | Oberhausen | | |
| State/Country: | GERMANY | | |
| Postal Code: | 46049 | | |
| Entity Type: | COMPANY: GERMANY | | |
| PROPERTY NUMBERS Total: 1 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 2386690 | MPS | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | (312)463-5001 | | |
| | <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> | | |
| Phone: | 312-463-5000 | | |
| Email: | bwptotm@bannerwitcoff.com | | |
| Correspondent Name: | Helen Hill Minsker | | |
| Address Line 1: | 10 South Wacker Drive | | |
| Address Line 2: | Suite 3000 | | |
| Address Line 4: | Chicago, ILLINOIS 60606 | | |
| ATTORNEY DOCKET NUMBER: | 05155.00017 | | |
| DOMESTIC REPRESENTATIVE | | | |
| Name: | | | |
| Address Line 1: | | | |

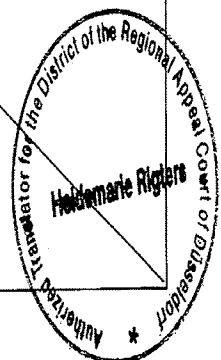
CH \$40.00 2386690



HRB 67

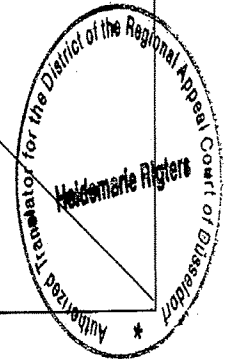
DISTRICT COURT OBERHAUSEN Rhld.

| No. of entry | a) Company b) Registered Office c) Object of company | Capital stock or share capital DM | Managing Board, General Partners, Executive members, Liquidators | Procuration | Legal relationships | a) Date of entry and signature b) Remarks |
|--------------|--|-----------------------------------|--|---|---|--|
| 1 | 2 | 3 | 4 | 5 | 6 | 7 |
| 1 | <p>a) <u>Deutsche Babcock Aktiengesellschaft</u></p> <p>b) <u>Oberhausen/Rhineland</u></p> <p>b) <u>Subsidiaries are established in:</u></p> <p>1. <u>Frankfurt a. Main under the name: Deutsche Babcock Aktiengesellschaft Zweigniederlassung Frankfurt a. Main</u></p> <p>2. <u>Berlin under the name: Deutsche Babcock Aktiengesellschaft Zweigniederlassung Berlin.</u></p> <p>3. <u>Stuttgart under the name: Württembergische Zweigniederlassung Deutsche Babcock Aktiengesellschaft.</u></p> <p>4. <u>Leverkusen under the name: Deutsche Babcock Aktiengesellschaft Zweigniederlassung Rohrbau Leverkusen.</u></p> <p>5. <u>Osterode am Harz under the name: Deutsche Babcock Aktiengesellschaft Zweigniederlassung Rohrbau Osterode.</u></p> <p>c. <u>Erection, operation, purchase and sale of plants in the field of machine construction, especially of turnkey power station plants, steam generators, steam superheaters, feedwater heaters, superheated steam control, air heaters, heat exchangers, condensers, nuclear power plants, waste gas purification</u></p> | 250.000.000 | <p>Dipl. sc. pol. <u>Hans-Lorenz Ewaldsen, Essen-Bredeneu.</u></p> <p>Dipl.-Volkswirt Dr. <u>Arno Dreher</u> deputy, <u>Bucholtzweihen, Dipl.-Kfm. Heinrich Berger, Dinslaken, Dipl.-Ing. Helmut Wiehn, Oberhausen-Rhld.</u></p> <p>Dipl.-Ing. <u>Eberhard Bitterlich, Kettwig.</u></p> <p>Dipl.-Ing. <u>Olof Enmark, Oberhausen-Rhld.</u></p> <p>Dipl.-Volkswirt <u>Jörg Schill, Düsseldorf.</u></p> <p><u>Andreas Sylvester Schlüter, deputy, lawyer, Essen Bredeneu</u></p> | <p>Gesamtprokuristen: <u>Dipl.-Kaufmann Willi Hanke, Mülheim/Ruhr</u> <u>Otto Bürger, Oberhausen, Rhld.</u> <u>Hermann Hennecke, Mülheim/Ruhr,</u> <u>Helmut Roth, Oberhausen, Rhld.</u> <u>Horst Niepenberg, Oberhausen, Rhld.</u> <u>Heinz Recht, Oberhausen, Rhld.</u> <u>Dipl.-Ing. Rudolf Willach, Oberhausen, Rhld.</u> <u>Dr.-Ing. Hans-Joachim Bruns, Mülheim-Ruhr,</u> <u>Dr. rer. pol. Klaus Schöttle, Oberhausen, Rhld.</u> <u>Alfred Klump, Wesel-Obriehoven,</u> <u>Theodor Busch, Oberhausen, Rhld.</u> <u>Horst Lichtenberger, Oberhausen, Rhld.</u> <u>Dipl. Ing. Franz Thelen, Mülheim-Ruhr,</u> <u>Heinz Moshövel, Wesel, Dipl.-Kfm. Hubert Ahlers, Oberhausen-Rhld.</u> <u>Dipl.-Ing. Milos Junc, Oberhausen-Rhld.</u> <u>Wilhelm Grundmann, Oberhausen, Rhld.</u> <u>Dipl.-Ing. Dr. rer. pol. Eberhardt Karstedt, Oberhausen-Rhld.,</u> <u>Hans-Ludwig Kehnen, Oberhausen-Rhld.,</u> <u>Dipl.-Kfm. Bernd Hufschmidt, Oberhausen-Rhld.</u></p> | <p>Aktiengesellschaft.</p> <p>The statutes were laid down on October/1 November 26, 1898 and changed several times, on 15.3.1966 they were reformulated and again altered on 29.3.1966, 5.4.1966, 25.9.1967, 22.2.1968, 12.3.1969, 19.3.1970, 19.3.1971, 17.3.1972, 20.3.1974, 19.3.1976, 21.3.1977 and 15.3.1978.</p> <p>The managing board consists of at least two persons. The company is represented by two members of the managing board or by one member of the managing board together with a proxy. If a member of the managing board is appointed Chairman of the managing board the supervisory board can authorise him to represent the company alone.</p> <p>The members of the managing board, Dipl. sc. pol. <u>Hans-Lorenz Ewaldsen, Essen-Bredeneu</u> has been appointed Chairman of the managing board.</p> <p>The annual meeting of shareholders of March 15, 1978 empowered the managing board to increase by March 1, 1983 with the approval of the supervisory board the share capital of the company by up to DM 30,000,000 by the issue on one or several occasions of new ordinary bearer shares or of non-voting preference bearer shares against contributions in cash or kind and at the same time to take a decision regarding the exclusion of the legal right of subscription of the shareholders.</p> <p>The preference shares are to be subject to the same conditions as those described in Art. 4, Para. 3 of the statutes. The empowerment also includes the authority to issue, in the event of non-voting preference shares being issued on several occasions, further preference shares which are for the distribution of profits equal to the preference shares previously issued. Art. 4 of the statutes has been extended accordingly by paragraphs 4 and 5.</p> | |



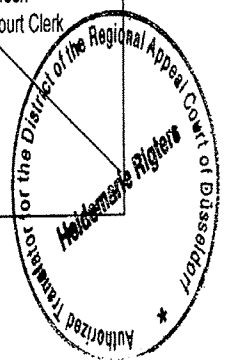
DISTRICT COURT OBERHAUSEN Rhld.

| No. of entry | a) Company b) Registered Office c) Object of company | Capital stock or share capital | Managing Board, General Partners, Executive members, Liquidators | Procuration | Legal relationships | a) Date of entry and signature b) Remarks |
|--------------|--|--------------------------------|--|--|---------------------|--|
| 1 | 2 | 3 | 4 | 5 | 6 | 7 |
| | <p>and heating surface cleaning plants, boiler feedwater treatment plants, oil, coal and gas firing systems, fans, filters, piping, gear, conveying systems, monitoring, control and regulating plants, valves and fittings, crusher systems, foundry products and vessels and also industrial construction, building construction, civil engineering, construction and selling of plants for the water economy, engineering construction, erection and steel structures.</p> <p>The company is entitled to arrange any business and measures which seem useful for the achieving of the purpose of the firm. It is permitted also to set up branches at home and abroad, to acquire shareholdings in other companies and to conclude joint venture and inter-company agreements</p> | | | <p>Dipl. Kfm. Dr. jur. Balduin Kamprad, Essen, Heinz Kiwit, Oberhausen-Rhld., Dr. Ing. Rolf Noack, Oberhausen-Rhld., Dipl.-Ing. Wolfgang Böger, Oberhausen-Rhld., Dr. rer. nat. Horst Kiesow, Oberhausen-Sterkrade, Dipl.-Ing. Dieter Hill, Zweibrücken, Dipl.-Kfm. Ekkehard Liesmann, Altscherbeck, Dipl.-Ing. Rudolf Meier, Mülheim-Ruhr, Dr. rer. pol. Rolf Schadwinkel, Essen, Dipl. Volkswirt Hanns Hoch, Düsseldorf, Dipl.-Ing. Dan Constantinescu, Essen-Bredeneu, Richard Beelmann, Mülheim-Ruhr, Gustav Hoffmann, Seesen, Dr.-Ing. Willy Bruchhäuser, Essen, Dipl.-Kfm. Hanswerner Kraemer, Kettwig, Dipl.-Ing. Walter Sauer, Oberhausen-Rhld., Dipl.-Ing. Hilger Henseler, Oberhausen-Rhld., Dipl.-Ing. Peter Dück, Oberhausen-Rhld., Siegfried Grohmann, Krefeld Walter Meyer, Duisburg, Arnold Böhm, Oberhausen-</p> | | <p>a) Rewritten because of lack of clarity under the same number HRB 67 on Nov. 17, 1978 First entry January 2, 1899.</p> <p>b) Branches in <u>Frankfurt/Main</u>: sup. sh. 1 Berlin-Charlottenburg: sup. sh. 2 <u>Stuttgart</u>: sup. sh. 3 <u>Leverkusen</u>: sup. sh. 4 <u>Osterode/Harz</u>: sub. sh. 5</p> <p>sgd. Poersch Senior Court Clerk</p> |



DISTRICT COURT OBERHAUSEN Rhld.

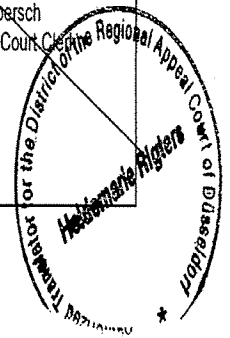
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|--------------|--|--------------------------------|--|---|--|---|
| 1 | 2 | 3 | 4 | 5 | 6 | 7 |
| | | | | <p><u>Rhld. Werner Heitmüller, Bielefeld,</u> <u>Dr.-Ing. Dieter Lemiesz, Neusäss-Westheim,</u> <u>Dipl.-Ing. Heino Martin, Oberhausen-Rhld.,</u> <u>Johannes Matten, Oberhausen-Rhld.,</u> <u>Dipl.-Kfm. Franz Skolarski, Mülheim-Ruhr,</u> <u>Josef Welzenbach, Düsseldorf.</u> Each of them is empowered to represent the company together with a member of the managing board or a proxy.</p> | | |
| 2 | | | | <p><u>The Gustav Hoffmann proxy is superannuated.</u> <u>Gesamtprokurist:</u> <u>Walter Pecher, 4 Düsseldorf 31.</u> <u>He is empowered to represent the company together with a member of the managing board or a proxy.</u></p> | | <p>a) May 16, 1979 b) Sheets 101/102 Special volume sgd. Poersch Senior Court Clerk</p> |
| 3 | | | | <p><u>Gesamtprokuristen:</u> <u>Dipl.-Ing. Peter Jürgen Koschel, 4 Düsseldorf 30,</u> <u>Ing. Peter Lorentzen, Oberhausen-Rhld.</u> Each of them is empowered to represent the company together with a member of the board or a proxy.</p> | <p><u>Dr. Arno Dreher, formerly deputy member of the board and</u> <u>Dipl.-Ing. Olof Enmark, formerly member of the board, have left the company's employ.</u></p> | <p>a) Oct. 31, 1979 b) Sheets 1-6 Special volume sgd. Poersch Senior Court Clerk</p> |



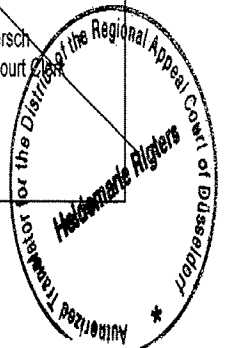
DISTRICT COURT OBERHAUSEN Rhld.

HRB 67

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|--------------|--|--------------------------------|--|---|--|---|
| 1 | 2 | 3 | 4 | 5 | 6 | 7 |
| 4 | | | Dipl.-Ing. Axel Kemna, Kempen. | Gesamtprokurist: Dipl.-Volkswirt Leonard Meyer, Oberhausen. He is empowered to represent the company together with a member of the managing board or a proxy. | Dipl.-Ing. Axel Kemna, Kempen, has been appointed member of the board, Andreas Sylvester Schlüter, lawyer, Essen-Bredeneu, has now been appointed member of the board. | a) January 17, 80 b) Sheets 7-11, Special volume sgd. Poersch Senior Court Clerk |
| 5 | | | | The proxies of Dipl.-Ing. Hermann Hennecke, Dr. Eberhard Karstedt and Dr.-Ing. Rolf Noack are superannuated. Gesamtprokurist: Jörg Jovy, Mettmann 2. He is empowered to represent the company together with a member of the board or a proxy. | | a) May 12, 1980 b) Sheets 15/16 Special Volume sgd. Poersch Senior Court Clerk |
| 6 | | | | The proxy of Dipl.-Kfm. Willi Hanke is superannuated. Gesamtprokurist: Dr. Günther Holtmeyer, Oberhausen-Rhld. He is empowered to represent the company together with a member of the board or a proxy. | | a) Oct. 6, 1980 b) Sheet 19 Special volume sgd. Poersch Senior Court Clerk |
| 7 | | | | The proxy of Hans-Ludwig Kehnen is superannuated. | | a) December 23, 1980 b) Sheet 22 Special volume sgd. Poersch Senior Court Clerk |



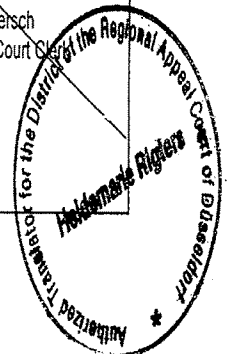
| No. of entry | a) Company b) Registered Office c) Object of company | Capital stock or share capital | Managing Board, General Partners, Executive members, Liquidators | Procuration | Legal relationships | a) Date of entry and signature b) Remarks |
|--------------|--|--------------------------------|---|--|--|--|
| 1 | 2 | 3 | 4 | 5 | 6 | 7 |
| 8 | | | | The proxies of Dipl.-Ing. Peter Dück and Siegfried Grohmann are superannuated. | | a) April, 16, 1981 b) Sheet 23 Special volume sgd. Poersch Senior Court Clerk |
| 9 | | | | | Art. 14 Para. 2 of the statutes (Quorum of the Supervisory Board) has been modified by decision of the annual meeting of shareholders of April 28, 1981. | a) May 11, 1981 b) Sheets 24-43 Special volume sgd. Poersch Senior Court Clerk |
| 10 | | | | The proxies of Dipl.-Ing. Dieter Hill and Alfred Klump are superannuated. Gesamtprokurist: Hans Meyer, Bochum. He is empowered to represent the company together with a member of the managing board or a proxy. | | a) Oct. 9, 1981 b) Sheets 50/51 Special volume sgd. Poersch Senior Court Clerk |
| 11 | | | Dipl.-Ing. Dipl.-Kfm. Herbert Baer, Krefeld, Dipl.-Kfm. Otmar Stollbrink, Oberhausen. | The proxy of Dipl.-Ing. Milos Junc is superannuated. | Dipl.-Ing. Axel Kemna, Kempen, formerly member of the board, has left the company's employ. Dipl.-Ing. Dipl.-Kfm. Herbert Baer, Krefeld, and Dipl.-Kfm. Otmar Stollbrink, Oberhausen, have now been appointed member of the board. | a) Oct. 14, 1981 b) Sheets 47, 49, 52 Special volume sgd. Poersch Senior Court Clerk |
| 12 | | | | | The subsidiary in Stuttgart is disestablished. | a) Oct. 26, 1981 b) Sheets 47/48 Special volume Sheet 20 of files sgd. Poersch Senior Court Clerk |



DISTRICT COURT OBERHAUSEN Rhld.

HRB 67

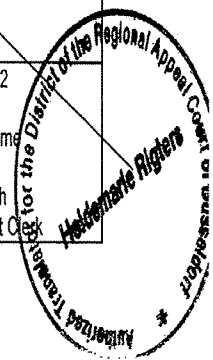
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|--------------|--|--------------------------------|--|--|---|---|
| 1 | 2 | 3 | 4 | 5 | 6 | 7 |
| 13 | | | | | <u>The subsidiary in Frankfurt am Main is disestablished.</u> | a) Nov. 5, 1981 b) Sheets 47/48 Special volume Sheet 26 of files sgd. Poersch Senior Court Clerk |
| 14 | | | | | <u>The subsidiary in Osterode am Harz is disestablished.</u> | a) Jan. 18, 1982 b) Sheet 53 of files 47/48 Special volume sgd. Poersch Senior Court Clerk |
| 15 | | | | | <u>The subsidiary in Leverkusen is disestablished.</u> | a) Jan. 28, 1982 b) Sheet 63 of files 47/48 Special volume sgd. Poersch Senior Court Clerk |
| 16 | | | | <u>Gesamtprokurist:</u> <u>Dipl.-Betriebswirt Hans Albrecht, Essen.</u> He is empowered to represent the company together with a member of the managing board or a proxy. | | a) Febr. 2, 1982 b) Sheet 54 Special volume sgd. Poersch Senior Court Clerk |
| 17 | | | | <u>The proxies:</u> <u>Richard Beelmann, Dr.-Ing. Willy Bruchhäuser, Dipl.-Ing. Otto Bürger, Dipl.-Ing. Dan Constantinescu, Obering. Werner Heitmüller, Dipl.-Ing. Hilger Henseler, Dipl.-Volkswirt Hans Hoch, Dipl.-Ing. Peter</u> | | a) Febr. 25, 1982 b) Sheet 55/56 Special volume sgd. Poersch Senior Court Clerk |



DISTRICT COURT OBERHAUSEN Rhld.

HRB 67

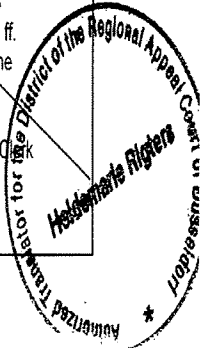
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|--------------|--|--------------------------------|--|--|--|--|
| 1 | 2 | 3 | 4 | 5 | 6 | 7 |
| | | | | <p>Jürgen Koschel, Dipl.-Kfm. Hanswerner Kraemer, Dipl.-Kfm. Ekkehard Liesmann, Dipl.-Ing. Rudolf Meier, Walter Meyer, Dipl.-Ing. Franz Thelen, Josef Welzenbach, Ing. Walter Pecher, are superannuated.</p> | | |
| 18 | <p>c) <u>The purpose of the firm are the direction, administration and acquisition of companies at home and abroad which are particularly active in the field of the construction of power stations, industrial plant construction, mechanical and process engineering, building construction, civil engineering, engineering and trade, as well as the acquisition and administration of real estate. The company may also become active itself in the fields of business stated in Para. 1. The company is entitled to arrange any business and measures serving the company's purpose. This also includes the setting-up of branches and the conclusion of intercompany agreements.</u></p> | | | | <p>Art. 2 (Purpose) of the statutes has been modified by decision of the annual meeting of shareholders of April 29, 1982.</p> | <p>a) June 1, 1982 b) Sheets 58-60 ff</p> <p>sgd. Poersch Senior Court Clerk</p> |
| 19 | | | | <p>The proxy Dipl.-Ing. Walter Sauer is superannuated.</p> | | <p>a) July 13, 1982 b) Sheet 3 Special volume</p> <p>sgd. Poersch Senior Court Clerk</p> |



DISTRICT COURT OBERHAUSEN Rhld.

HRB 67

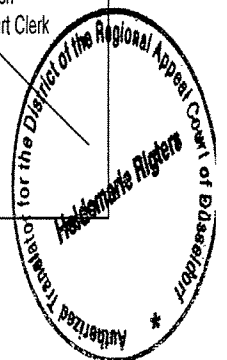
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|--------------|--|--------------------------------|--|---|---|--|
| 1 | 2 | 3 | 4 | 5 | 6 | 7 |
| 20 | | | | <p>Gesamtprokuristen: <u>Dipl.-Kfm. Ekkehard Liesmann, Schembeck,</u> <u>Dipl.-Kfm. Hubert Pöggeler, Neuss,</u> <u>Matthias Weinand, Mülheim/Ruhr.</u> Each of them is empowered to represent the company together with a member of the managing board or a proxy.</p> | | <p>a) Oct. 12, 1982 b) Sheet 4/6 Special volume sgd. Poersch Senior Court Clerk</p> |
| 21 | | | | <p>The proxies <u>Dipl.-Ing. Wolfgang Böger, Arnold Böhm, Dr.-Ing. Hans-Joachim Bruns, Heinz Kiwit, Horst Lichtenberger, Ing. Peter Lorentzen, Dipl.-Ing. Heino Martin, Johannes Matten, Heinz Moshövel, Horst Niepenberg, Dipl.-Ing. Heinz Recht, Dipl.-Kfm. Franz Skolarski, Dipl.-Ing. Rudolf Willach</u> are superannuated.</p> | | <p>a) Jan. 17, 1983 b) Sheet 8 Special volume sgd. Poersch Senior Court Clerk</p> |
| 22 | | | | | <p><u>Dipl.-Ing. Dr.-Ing. E.h. Eberhard Bitterlich, Mülheim/Ruhr,</u> formerly member of the board, has left the company's employ.</p> | <p>a) Febr. 7, 1983 b) Sheets 9/10 Special volume sgd. Poersch Senior Court Clerk</p> |
| 23 | | | | | <p>Art. 4, Para. 4 of the statutes has been modified and amended by decision of the annual meeting of shareholders of April 28, 1983 with the approval of the preference shareholders as follows: <u>The managing board is empowered to increase by April 1, 1988 with the approval of the supervisory board the share capital of the company by up to DM 100 000 000 by the issue on one or</u></p> | <p>a) May 10, 1983 b) Sheets 11-14 ff. Special volume sgd. Poersch Senior Court Clerk</p> |



DISTRICT COURT OBERHAUSEN Rhld.

HRB 67

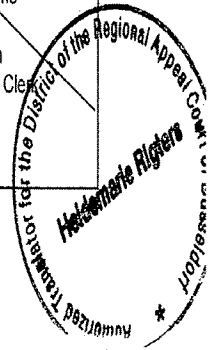
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|--------------|--|--------------------------------|--|---|--|--|
| 1 | 2 | 3 | 4 | 5 | 6 | 7 |
| | | | | | <p><u>several occasions of new ordinary bearer shares or non-voting preference bearer shares against contributions in cash. The managing board is, however, empowered to exempt maximum amounts from the right of subscription of the shareholders and also to exclude the right of subscription as far as necessary, to offer for subscription new ordinary shares to the ordinary shareholders as well as new non-voting preference shares to the preference shareholders and thus to exclude the right of subscription of bearers of one class of shares to shares of another class. The preference shares are to be subject to the same conditions as of those described in Para. (3). The empowerment also includes the authority to issue, in the event of non-voting preference shares being issued on several occasions, further preference shares which are for the distribution of profits equal to the preference shares previously issued.</u></p> | |
| 24 | | | <p><u>Dr. jur. Ulrich Schmidt, Krefeld-Verberg</u></p> | | <p><u>Dipl.-sc. pol. Hans Lorenz Ewaldsen, Essen-Bredeney, has retired as member of the managing board. Dr. jur. Ulrich Schmidt, Krefeld-Verberg, has been appointed member of the board. The member of the board, Dipl.-Ing. Helmut Wiehn, Oberhausen-Rhld., has been appointed Chairman of the managing board.</u></p> | <p>a) Oct. 3, 1983 b) Sheets 19/22 Special volume sgd. Poersch Senior Court Clerk</p> |
| 25 | | | | <p><u>The proxies Dipl.-Betriebswirt Hans Albrecht and Jörg Jovy are superannuated.</u></p> | | <p>a) Jan. 2, 1984 b) Sheet 24 Special volume sgd. Poersch Senior Court Clerk</p> |
| 26 | | | | <p><u>The proxy Dipl.-Kfm. Hubert Ahlers is superannuated.</u></p> | | <p>a) April 5, 1984 b) Sheet 27 Special volume sgd. Poersch Senior Court Clerk</p> |



DISTRICT COURT OBERHAUSEN Rhld.

HRB 67

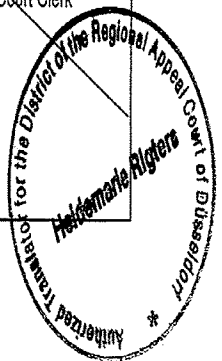
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| 1 | 2 | 3 | 4 | 5 | 6 | 7 |
| 27 | | | | The proxy Dipl.-Kfm. Bernd F. Hufschmidt is superannuated. | | a) Febr. 20, 1986 sgd. Poersch Senior Court Clerk |
| 28 | | | | Gesamprokurist: Dipl.-Ökonom Herbert Brembreker, Essen. He is empowered to represent the company together with a member of the board or a proxy. | | a) April 16, 1986 b) Sheet 39 Special volume sgd. Poersch Senior Court Clerk |
| 29 | | | | The proxy Matthias Weinand is superannuated. | | a) April 30, 1986 b) Sheet 44 Special volume sgd. Poersch Senior Court Clerk |
| 30 | | 350,000,000.-- | | | Due to the empowerment according to Art. 4, Para. 4, it has been decided to increase the share capital of DM 250,000,000 by DM 100,000,000 to DM 350,000,000. With its decision of January 13, 1987 the supervisory board has amended Art. 4 of the statutes (share capital and shares). The capital increase has been implemented. | a) March 4, 1987 b) Decision Sheet 1 ff Special volume sgd. Poersch Senior Court Clerk |
| 31 | | | | | Dipl.-Kfm. Otmar Stollbrink, Oberhausen, has retired as member of the managing board. | a) May 18, 1987 b) Sheets 14/15 Special volume sgd. Poersch Senior Court Clerk |
| 32 | | | | The proxy Wilhelm Grundmann is superannuated. | | a) Sept. 30, 1987 b) Sheet 18 Special volume sgd. Poersch Senior Court Clerk |



DISTRICT COURT OBERHAUSEN Rhld.

HRB 67

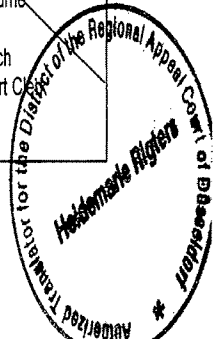
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|--------------|--|--------------------------------|--|---|---|--|
| 1 | 2 | 3 | 4 | 5 | 6 | 7 |
| 33 | | | | Gesamtprokurist: <u>Diplom-Volkswirt Peter Gülich, Düsseldorf.</u> He is empowered to represent the company together with a member of the board or a proxy. | | a) January 12, 1988 b) Sheet 19 Special volume sgd. Poersch Senior Court Clerk |
| 34 | | | | | At the meeting on January 19, 1988 the supervisory board resolved to adopt the new version of Art. 23 (financial statements) of the statutes. | a) March 24, 1988 b) Sheets 20-21 Special volume (signature illegible) Senior Court Clerk |
| 35 | | | | Gesamtprokurist: <u>Werner Prieß, Oberhausen.</u> He is empowered to represent the company together with a member of the board or a proxy. | | a) April 28, 1988 b) Sheet 22 Special volume (signature illegible) Senior Court Clerk |
| 36 | | | | | On April 28, 1988 the annual meeting of shareholders resolved to amend Art. 20, Para 4 (voting right) of the statutes. | a) May 9, 1988 b) Sheets 23 ff, 26 Special volume sgd. Poersch Senior Court Clerk |
| 37 | | | | The proxy <u>Helmut Roth</u> is superannuated. | | a) July 26, 1988 b) Sheet 1 Special volume sgd. Poersch Senior Court Clerk |



DISTRICT COURT OBERHAUSEN Rhld.

HRB 67

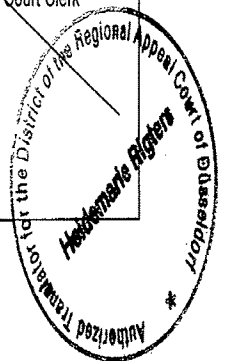
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|--------------|--|--------------------------------|---|---|---|--|
| 1 | 2 | 3 | 4 | 5 | 6 | 7 |
| 38 | | | | | <u>Dipl.-Kfm. Heinrich Berger has retired as member of the managing board.</u> | a) October 7, 1988 b) Sheet 2/3 Special volume (signature illegible) Senior Court Clerk |
| 39 | | | | <u>Gesamtprokurst: Brigitte Kefeli, Mülheim-Ruhr. She is empowered to represent the company together with a member of the board or a proxy.</u> | | a) November 22, 1988 b) Sheet 4 Special volume sgd. Poersch Senior Court Clerk |
| 40 | | | | | <u>Dipl.-Ing. Dipl. Kfm. Herbert Baer has retired as member of the managing board.</u> | a) June 26, 1989 b) Sheets 6/7 Special volume sgd. Poersch Senior Court Clerk |
| 41 | | | <u>Dipl.-Kfm. Claus Mänz-Siebjé, Kempen</u> | | <u>Dipl.-Kfm. Claus Mänz-Siebjé, Kempen, has been appointed member of the managing board.</u> | a) July 10, 1989 b) Sheets 8/10 Special volume sgd. Poersch Senior Court Clerk |
| 42 | | | <u>Dr.-Ing. Peter-Jürgen Kreher, Essen.</u> <u>Dipl.-Ing. Lorenz Weegen, Borken.</u> | | <u>Dr.-Ing. Peter-Jürgen Kreher, Essen, and Dipl.-Ing. Lorenz Weegen, Borken, have been appointed members of the managing board.</u> | a) January 30, 1990 b) Sheets 11-16 Special volume sgd. Poersch Senior Court Clerk |
| 43 | | | <u>Dipl.-Kfm. Dr. rer. pol. Heyo Schmiedeknecht, Herdecke.</u> | | <u>Dipl.-Ing. Dr.-Ing. E.h. Helmut Wiehn has retired as member of the managing board.</u> <u>Dipl.-Kfm. Dr. rer. pol. Heyo Schmiedeknecht, Herdecke, has been appointed member of the managing board.</u> <u>At the same time he has been appointed Chairman of the managing board.</u> | a) May 10, 1990 b) Sheets 2/4 Special volume sgd. Poersch Senior Court Clerk |



DISTRICT COURT OBERHAUSEN Rhld.

HRB 67

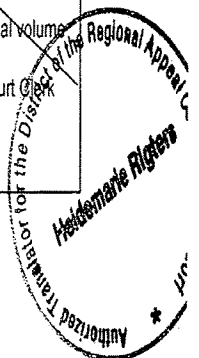
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|--------------|--|--------------------------------|--|--|--|--|
| 1 | 2 | 3 | 4 | 5 | 6 | 7 |
| 44 | | | | <p><u>Gesamtprokurist:</u> <u>Norbert Schulz, Essen-Bredeneu,</u> <u>He is empowered to represent the company together with a member of the board or a proxy.</u></p> | | <p>a) June 12, 1990 b) Sheet 5 Special volume sgd. Poersch Senior Court Clerk</p> |
| 45 | | | | | <p><u>Dipl.-Ing. Dr. Ing. Peter-Jürgen Kreher has retired as member of the managing board.</u></p> | <p>a) July 19, 1990 b) Sheets 7/8 Special volume sgd. Poersch Senior Court Clerk</p> |
| 46 | | | | <p><u>The proxy Hans Meyer is superannuated.</u></p> | | <p>a) October 8, 1990 b) Sheet 9 Special volume sgd. Poersch Senior Court Clerk</p> |
| 47 | | | | <p><u>Gesamtprokurist:</u> <u>Dr. jur. Helmut Schäfer, Oberhausen.</u> <u>He is empowered to represent the company together with a member of the board or a proxy.</u></p> | | <p>a) November 8, 1990 b) Sheet 10 Special volume sgd. Poersch Senior Court Clerk</p> |
| 48 | | | | <p><u>Gesamtprokuristen:</u> <u>Dr. rer. nat. Peter Friedrich Mülheim a.d. Ruhr.</u> <u>Dipl.-Kfm. Horst Pflanze, Oberhausen.</u> <u>Each of them is empowered to represent the company together with a member of the board or a proxy.</u></p> | | <p>a) April 24, 1991 b) Sheet 12 Special volume sgd. Poersch Senior Court Clerk</p> |



DISTRICT COURT OBERHAUSEN Rhld.

HRB 67

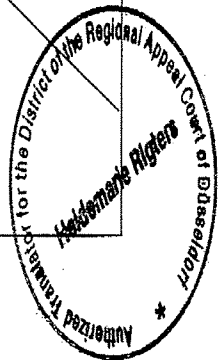
| No. of entry | a) Company b) Registered Office c) Object of company | Capital stock or share capital | Managing Board, General Partners, Executive members, Liquidators | Procuration | Legal relationships | a) Date of entry and signature b) Remarks |
|--------------|--|--------------------------------|--|---|--|---|
| 1 | 2 | 3 | 4 | 5 | 6 | 7 |
| 49 | | | | | <u>Dr. jur. Ulrich Schmidt has retired as member of the managing board.</u> | a) July 5, 1991 b) Sheets 15/16 Special volume sgd. Poersch Senior Court Clerk |
| 50 | | | <u>Dipl.-Ing. Siegfried Kostrzewa, Overath.</u> | | <u>Dr. sc. pol. Jörg Schill has retired as member of the managing board. Dipl.-Ing. Siegfried Kostrzewa, Overath, has been appointed member of the managing board.</u> | a) June 11, 1992 b) Sheets 20/23 Special volume sgd. Poersch Senior Court Clerk |
| 51 | | | | <u>Gesamtbekanntmachung: Dr. rer. pol. Werner Inderfurth, Bocholt. He is empowered to represent the company together with a member of the board or a proxy.</u> | | a) Nov. 25, 1992 b) Sheet 20 Special volume sgd. Senior Court Clerk |
| 52 | | | | <u>The proxy Leonhard Meyer is superannuated.</u> | | a) January 27, 1993 b) Sheet 22 Special volume sgd. Senior Court Clerk |
| 53 | | | <u>Dipl.-Wirtsch.-Ing. Rainer Klee, Einhausen, Dipl.-Ing. Hans Westphal, Kochel am See</u> | | <u>Dipl.-Kfm. Claus Mänz-Siebie has retired as member of the managing board. Dipl.-Wirtsch.-Ing. Rainer Klee and Dipl.-Ing. Hans Westphal have been appointed members of the managing board.</u> | a) March 4, 1993 b) Sheets 23/28 Special volume sgd. Senior Court Clerk |
| 54 | | | | <u>The proxy Dr. rer. pol. Klaus Schöttle is superannuated.</u> | | a) April 14, 1993 b) Sheet 29 Special volume sgd. Senior Court Clerk |



DISTRICT COURT OBERHAUSEN Rhld.

HRB 67

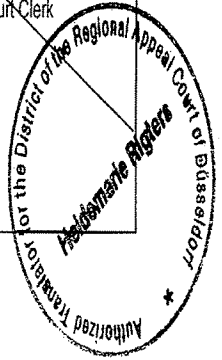
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|--------------|--|--------------------------------|--|-------------|---|--|
| 1 | 2 | 3 | 4 | 5 | 6 | 7 |
| 55 | <p><u>c) The purpose of the company is the directing, the administration, the acquisition and the sale of companies at home and abroad which are, in particular, active in the fields of power station construction, industrial plant construction, mechanical engineering and process equipment construction, structural and civil engineering, engineering and trading activities, and the acquisition and administration of real property.</u> <u>The company can also become active itself in the fields of business mentioned in paragraph 1.</u> <u>The company is entitled to carry out any business and measures which serve the purpose of the company. This also includes the setting up of branch establishments and the conclusion of company agreements.</u> <u>The company management is entitled to conclude inter-company agreements as defined in Art. 291, 292 of the corporation act with dependent companies.</u></p> | | | | <p>The general meeting of shareholders on April 5, 1993 has amended the statutes as follows: Art. 2 Purpose of the company, Art. 14 Resolutions and Art. 15 Consent of the supervisory board, Art. 18 Emoluments of the members of the supervisory board, Art. 20 Voting right and limitation of voting rights. According to Art. 4(4) the managing board is authorized until April 1, 1998 to increase the share capital of the company, with the approval of the supervisory board, by up to DM 100,000,000 by one or more issues of new common bearer shares against cash contributions. For that purpose the shareholders are to be granted a subscription right. The managing board is, however, authorized to exclude residual amounts from the shareholders' subscription right.</p> | <p>a) May 3, 1993 b) Sheet 1- (Signed) Senior Court Clerk</p> |



DISTRICT COURT OBERHAUSEN Rhld.

HRB 67

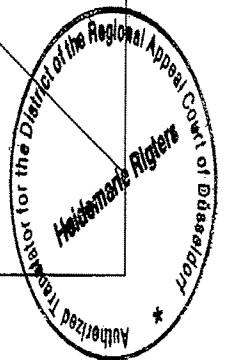
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|--------------|--|--------------------------------|--|--|--|---|
| 1 | 2 | 3 | 4 | 5 | 6 | 7 |
| 56 | | | <p><u>Kerner Smith, Sudbury, MA/USA</u></p> | <p>The procurations of <u>Theodor Busch, Dipl.-Kfm. Dr.jur. Balduin Kamprad, Dr.jur. Helmut Schäfer</u> have been withdrawn. Gesamtprokuristen: <u>Reinhard Ernst Bellwinkel, Krefeld; Gustav Buchel, Düsseldorf; Helmut Geissen, Oberhausen; Dr.reh.pol.Horst Heiber, Bocholt; Dipl.-Volkswirt Martin Lohmann, Hannover; Franz Joachim Pasztor, Oberhausen.</u> Each of them is entitled to represent the company together with a member of the managing board or with a Prokurist.</p> | <p><u>Kerner Smith, Sudbury MA/USA, has been appointed member of the managing board.</u></p> | <p>a) October 28, 1993 b) Sheets 57-66 Special Volume (Signed) Senior Court Clerk</p> |
| 57 | | | | <p>Correction of entry dt. October 28, 1993: <u>Helmut Geisen Gustav Buckel.</u></p> | | <p>a) November 23, 1993 b) Two surnames of the Prokuristen entered on October 28 were officially corrected. (Signed) Senior Court Clerk</p> |
| 58 | | | | <p>Gesamtprokurist: <u>Dipl.-Kfm. Thomas Nösekabel, Ratingen.</u> He is entitled to represent the company together with a member of the managing board or with a Prokurist.</p> | <p><u>Dipl.-Ing. Lorenz Weegen is no longer member of the managing board.</u></p> | <p>a) January 6, 1994 b) Sheets 67-69 Special Volume (Signed) Senior Court Clerk</p> |



DISTRICT COURT OBERHAUSEN Rhld.

HRB 67

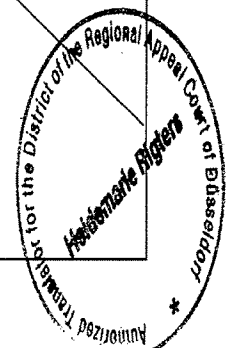
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|--------------|--|--------------------------------|--|--|--|---|
| 1 | 2 | 3 | 4 | 5 | 6 | 7 |
| 59 | | | | <p><u>Gesamtprokurist:</u> <u>Dr.rer.pol.Michael Herhaus, Hannover.</u> <u>He is entitled to represent the company together with a member of the managing board or with a Prokurist</u></p> | <p><u>Dipl.-Ing. Walter Münnich, Hamminkeln, has been appointed member of the managing board</u></p> | <p>a) January 20, 1994 b) Sheets 70-73 Special Volume (Signed) Senior Court Clerk</p> |
| 60 | | | | <p><u>Procuration of Dr.rer.pol. Horst Heiber has been withdrawn.</u></p> | | <p>a) July 26, 1994 b) Sheet 79 Special Volume (Signed) Senior Court Clerk</p> |
| 61 | | | | <p><u>Gesamtprokurist:</u> <u>Dipl.-Kfm. Thomas Zinnöcker, Essen.</u> <u>He is entitled to represent the company together with a member of the managing board or with a Prokurist.</u></p> | | <p>a) August 17, 1994 b) Sheet 80 Special Volume (Signed) Senior Court Clerk</p> |
| 62 | | | | <p><u>Procuration of Brigitte Kefeli has been withdrawn.</u> <u>Gesamtprokuristen:</u> <u>Dr.-Ing. Burkhard Schmolck, Hamburg.</u> <u>Dr.-Ing. Marei Karen Strack, Neuss.</u> <u>Each of them is entitled to represent the company together with a member of the managing board or with a Prokurist.</u></p> | | <p>a) October 19, 1994 b) Sheets 81-83 Special Volume (Signed) Senior Court Clerk</p> |



DISTRICT COURT OBERHAUSEN Rhld.

HRB 67

| No. of entry | a) Company b) Registered Office c) Object of company | Capital stock or share capital | Managing Board, General Partners, Executive members, Liquidators | Procuration | Legal relationships | a) Date of entry and signature b) Remarks |
|--------------|--|--------------------------------|--|---|---|---|
| 1 | 2 | 3 | 4 | 5 | 6 | 7 |
| 63 | | | | | Kerner Smith is no longer member of the managing board. | a) October 26, 1994 b) Sheets 84/85 Special Volume (Signed) Senior Court Clerk |
| 64 | | | | Gesamtprokuristen: Dipl.-Ing. Klaus G. Bartenbach, Düsseldorf-Benrath; Ass.jur.Ulrich Feist, Dortmund; Dipl.-Ing. Ingo Radlünz, Düsseldorf. Each of them is entitled to represent the company together with a member of the managing board or with a Prokurist. | | a) January 25, 1995 b) Sheets 86-88 Special Volume (Signed) Senior Court Clerk |
| 65 | | | | | The general meeting on 5 April 1993 adopted the modification of Arts. 4, 18, 20 of the Statutes (share capital, preference shares). The 3rd paragraph of Art. 4 (preference shares) was deleted without being replaced. | a) February 13, 1995 b) Sheets 90/94 ff. Special Volume (Signed) Senior Court Clerk |
| 66 | | | | Procuration of Dr.rer.nat. Horst Kiesow has been withdrawn. | | a) March 20, 1995 b) Sheet (Signed) Senior Court Clerk |
| 67 | | | | Procuration of Dr.-Ing. Dieter Lemiesz has been withdrawn. | | a) May 10, 1995 b) Sheet 3 Special Volume (Signed) Senior Court Clerk |



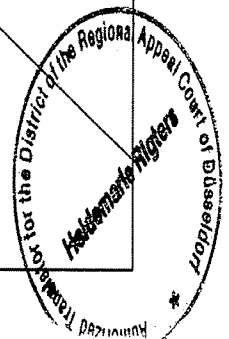
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DISTRICT COURT OBERHAUSEN Rhld.

HRB 67

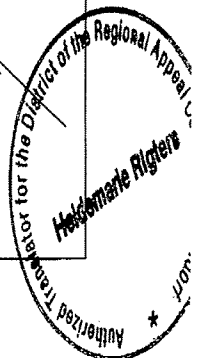
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| 1 | 2 | 3 | 4 | 5 | 6 | 7 |
| 68 | | | | Procuration of <u>Dr. rer. pol. Rolf Schladwinkel</u> has been withdrawn. | | a) June 14, 1995 b) Sheet 7 Special Volume (Signed) Senior Court Clerk |
| 69 | | | | Gesamtprokurist: <u>Dipl.-Kfm. Michael Kolb, Kohlscheid.</u> He is entitled to represent the company together with a member of the managing board or with a Prokurist | | a) July 13, 1995 b) Sheet 8 Special Volume (Signed) Senior Court Clerk |
| 70 | | | | Gesamtprokurist: <u>Dr.-Ing. Ulrich Kelm, 50858 Köln.</u> He is entitled to represent the company together with a member of the managing board or with a Prokurist. | | a) September 13, 1995 b) Sheet 9 Special Volume (Signed) Senior Court Clerk |
| 71 | | | | Procuration of <u>Ass.jur. Ulrich Feist</u> has been withdrawn. | | a) November 21, 1995 b) Sheet 10 Special Volume (Signed) Senior Court Clerk |
| 72 | | | | Procuration of <u>Dipl.-Volksw. Martin Lohmann</u> has been withdrawn. Gesamtprokuristen: <u>Adalbert Banspach, 45478 Mülheim;</u> <u>Dipl.-oec. Ludger Kramer, 47906 Kempen.</u> Each of them is entitled to represent the company together with a member of the managing board or with a Prokurist. | | a) February 8, 1996 b) Sheets 11-18 Special Volume (Signed) Senior Court Clerk |



DISTRICT COURT OBERHAUSEN Rhld.

HRB 67

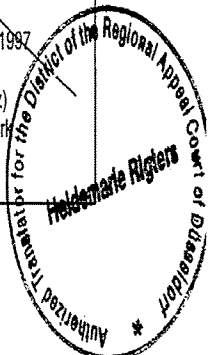
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|--------------|--|--------------------------------|--|---|---|--|
| 1 | 2 | 3 | 4 | 5 | 6 | 7 |
| 73 | | | | <p>Procurations <u>Dr.rer.nat.Peter Friedrich</u> <u>Dr.rer.pol.Michael Herhaus</u> <u>Dipl.-Kfm. Thomas Zinnöcker</u> have been withdrawn. Gesamtprokurist: <u>Dipl.-Math. Werner Frowein, Wermelskirchen</u>. He is entitled to represent the company together with a member of the managing board or with a Prokurist.</p> | | <p>a) February 15, 1996 b) Sheets 15-16 Special Volume (Signed) Senior Court Clerk</p> |
| 74 | | | <p><u>Dr.-Ing. Jürgen Gerlach</u>, Munich</p> | | <p><u>Dr.-Ing. Jürgen Gerlach</u> has been appointed full member of the managing board. He is entitled to represent the company together with a member of the managing board or with a Prokurist.</p> | <p>a) March 11, 1996 b) Sheets 17-22 Special Volume (Signed) Senior Court Clerk</p> |
| 75 | | | | <p>Procurations of <u>Dipl.-Kfm. Horst Pflanze</u> has been withdrawn. Gesamtprokuristen: <u>Joachim Düssel</u>, <u>Düsseldorf</u>, Steffen Werner Wurst, Dortmund. Each of them is entitled to represent the company together with a Prokurist.</p> | | <p>a) May 2, 1996 b) Sheets 24/25 Special Volume (Signed) Senior Court Clerk</p> |
| 76 | | | | | <p><u>Dipl.-Wirtsch.-Ing. Rainer Klee</u> is no longer member of the managing board.</p> | <p>a) June 12, 1996 b) Sheets 25-27 Special Volume (Signed) Senior Court Clerk</p> |



DISTRICT COURT OBERHAUSEN Rhld.

HRB 67

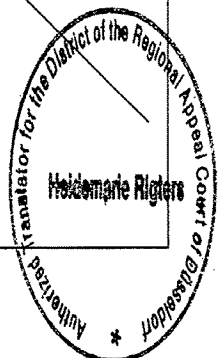
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|--------------|--|-------------------------------------|--|---|---|---|
| 1 | 2 | 3 | 4 | 5 | 6 | 7 |
| 77 | | | | Gesamtprokurist: Hans-Josef Büllsbach, Oberhausen. He is entitled to represent the company together with a member of the managing board or with a Prokurist. | | a) July 18, 1996 b) Sheet 28 Special Volume (Signed) Senior Court Clerk |
| 78 | | | | <u>Procuration of Dipl.-oec. Ludger W. Kramer has been withdrawn.</u> | <u>Dipl.-Ing. Siegfried Kostrzewa, Dipl.-Ing. Walter Münnich, Andreas S. Schlüter, lawyer, and Dipl.-Ing. Hans Westphal are no longer members of the managing board.</u> | a) August 15, 1996 b) Sheets 25/96 Special Volume (Signed) Senior Court Clerk |
| 79 | | | | <u>Collective procuration: Dr. jur. Eberhard Mirow, Kaarst. He is entitled to represent the company together with a member of the managing board or with a Prokurist.</u> | | a) September 9, 1996 b) Sheet 27 Special Volume (Signed) Senior Court Clerk |
| 80 | | <u>Kaufmann Fritz Kall, Cologne</u> | | | <u>Kaufmann Fritz Kall, Cologne, has been appointed member of the managing board.</u> | a) October 18, 1996 b) Sheets 28-30 Special Volume (Signed Hollunder) Senior Court Clerk |
| 81 | | | | | In the meeting on 8-7-1996 the supervisory board decided according to § 25 of the articles of association to change the wording of § 16 (supervisory board) of the articles of association. | a) October 28, 1996 b) Sheets 31-34ff. Special Volume (Signed Hollunder) Senior Court Clerk |
| 82 | | | | <u>Procurations of Reinhard Bellwinkel, Gustav Buckel and Dipl.-Volkswirt Peter Güllich have been withdrawn.</u> | | a) January 22, 1997 b) Sheet – (Signed Schwarz) Senior Court Clerk |



DISTRICT COURT OBERHAUSEN Rhld.

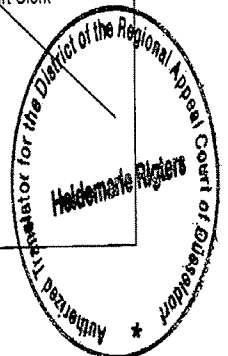
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|--------------|--|--------------------------------|--|--|--|--|
| 1 | 2 | 3 | 4 | 5 | 6 | 7 |
| 83 | | | | | Due to the merger agreement of 3 February 1997 as well as due to the resolutions passed at the general meeting on 4 February 1997 the company, being dissolved without liquidation, has amalgamated as a whole by absorption through transfer of its assets with Deutsche Babcock Industrie- und Systemtechnik Aktiengesellschaft Oberhausen (HRB 899, Oberhausen District Court) as the transferring company. | a) February 12, 1997 b) Sheets 35 ff. - 42 Special Volume (Signed Hollunder) Senior Court Clerk |
| 84 | | | Prof. Dr.-Ing. Klaus G. Lederer, Walldorf. | Procuration of Dipl.-Ing. Thomas Nösekabel has been withdrawn. Gesamtprokuristen: Dipl.-Kfm. Reinhard Christian Meinke, Meerbusch; Dipl.-Oec. Lutz Reinery, Wuppertal. Each of them is entitled to represent the company together with a member of the managing board or with a Prokurist. | Dipl.-Kfm. Dr.rer.pol. Hevo Schmiedeknecht is no longer member of the managing board. Prof. Dr.-Ing. Klaus G. Lederer, Walldorf, has been appointed member of the managing board. At the same time he has been appointed Chairman of the managing board. | a) March 13, 1997 b) Sheets 48-54 Special Volume (Signed Hollunder) Senior Court Clerk |



DISTRICT COURT OBERHAUSEN Rhld.

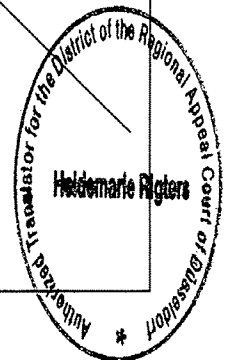
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|--------------|--|--------------------------------|--|---|--|---|
| 1 | 2 | 3 | 4 | 5 | 6 | 7 |
| 85 | | | | | <p>By a resolution passed at the general meeting on 19 March 1997 the management board of the company has been granted the following extension and prolongation of its powers according to § 4, para 3 of the articles of association: The nominal amount of the capital authorized according to § 4, para. 3 of the articles of association is increased from DM 100,000,000.- by DM 40,000,000 to a total of DM 140,000,000.-. The entitlement to the exclusion of subscription rights for peak amounts according to § 203, item 2, § 186, item 4 of the Company Act also refers to the changed authority of the management board. The duration of the authority is extended beyond 1 April 1998 until 1 March 2002. The 3rd para of § 4 of the articles of association has been modified accordingly. The general meeting of the company of 19 March 1997 decided on the creation of an authorized capital II according to § 202 and the following in connection with § 186 of the Company Act in the nominal amount of DM 35,000,000.-. Another item 4 has been added accordingly to § 4 of the articles of association.</p> | <p>a) March 26, 1997 b) Sheets 39-42 ff. Special Volume (Signed Hollunder) Senior Court Clerk</p> |
| 86 | | | | <p><u>Procuration of Werner Prieß has been withdrawn.</u></p> | | <p>a) April 3, 1997 b) Sheet 48 Special Volume (Signed Hollunder) Senior Court Clerk</p> |
| 87 | | | | <p>Gesamtprokurist: Wolf-Dietrich Glockner, Duisburg. He is entitled to represent the company together with a member of the Managing board or with another Prokurist.</p> | | <p>a) May 2, 1997 b) Sheet 2 Special Volume (Signed Hollunder) Senior Court Clerk</p> |



DISTRICT COURT OBERHAUSEN Rhld.

HRB 67

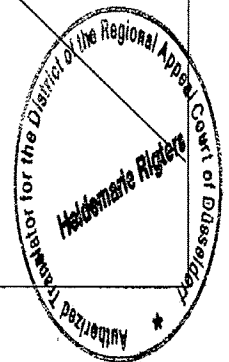
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|--------------|--|--------------------------------|--|--|--|---|
| 1 | 2 | 3 | 4 | 5 | 6 | 7 |
| 88 | | | | <p>Procurations of <u>Adalbert Banspach, Dipl.-Math. Werner Frowein, Dr.rer. pol. Werner Inderfurth, Dr.-Ing. Ulrich Kelm</u> have been withdrawn. Gesamtprokurist: <u>Dipl. phil. Peter Michael Blau, Leverkusen.</u> He is entitled to represent the company together with a member of the managing board or with another Prokurist.</p> | | <p>a) May 27, 1997 b) Sheets 3-5 Special Volume (Signed Hollunder) Senior Court Clerk</p> |
| 89 | | | <p>Ass. jur. Gerd Worieschek, Stuttgart</p> | | <p><u>Dr.-Ing. Jürgen Gerlach</u> is no longer member of the managing board. Ass. jur. Gerd Worieschek, Stuttgart, has been appointed member of the managing board.</p> | <p>a) June 20, 1997 (Signed Hollunder) Senior Court Clerk</p> |
| 90 | | | | <p>Procurations of <u>Norbert Schulz and Dipl.-Ing. Klaus Bartenbach</u> have been withdrawn.</p> | | <p>a) September 8, 1997 b) Sheets - - (Signed Hollunder) Senior Court Clerk</p> |
| 91 | | | | <p>Gesamtprokuristen: <u>Eckhard Jockisch, Remscheid; Dipl.-Kfm. Reinhard Kunz; Erkrath.</u> Each of them is entitled to represent the company together with a member of the managing board or with a Prokurist.</p> | | <p>a) October 29, 1997 b) Sheets 12-13 Special Volume (Signed Hollunder) Senior Court Clerk</p> |



DISTRICT COURT OBERHAUSEN Rhld.

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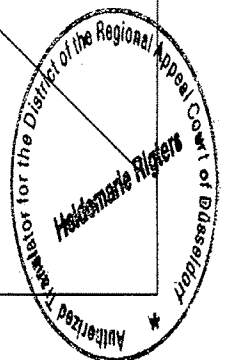
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| 92 | | | | <p>Procurations of Joachim Düssel, Dr.jur. Eberhard Mirow, Dipl.-Kfm. Hubert Pöggeler, Dipl.-Oec. Lutz Reinery, Dr. Burkhard Schmolck have been withdrawn.</p> <p>Gesamtprokurist: Dipl.-Kfm. Joachim Schönke, Düsseldorf. He is entitled to represent the company together with a member of the managing board or with another Prokurist.</p> | | <p>a) January 19, 1998 b) Sheets 14-16 Special Volume</p> <p>(Signed Hollunder) Senior Court Clerk</p> |
| 93 | | | | <p>Gesamtprokurist: Günter Schulze, Leverkusen He is entitled to represent the company together with a member of the managing board or with another Prokurist.</p> <p>Procurations of Dipl.Kfm. Michael Kolb and Joachim Schönke have been withdrawn.</p> | | <p>a) August 3, 1998 b) Sheet 21 Special Volume</p> <p>(Signed Hollunder) Senior Court Clerk</p> |



DISTRICT COURT OBERHAUSEN Rhld.

HRB 67

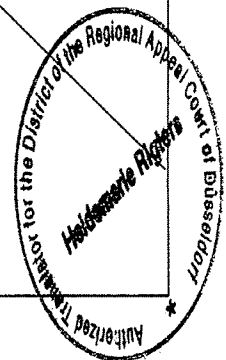
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| 94 | | | | <p>Procuration of Dr. Blau has been withdrawn. Gesamtprokurist: Reinhard-Ernst Bellwinkel, Krefeld. He is entitled to represent the company together with a member of the managing board or with another Prokurist.</p> | | <p>a) October 1, 1998 b) Sheets (Signed Hollunder) Senior Court Clerk</p> |
| 95 | | | | <p>Gesamtprokurist: Markus Hennes, Kaarst. He is entitled to represent the company together with a member of the managing board or with another Prokurist. Procurations of Ekkehard Liesmann and Dr. Ing. Marei Karen Strack have been withdrawn.</p> | | <p>a) November 5, 1998 b) Sheets 22-25 Special Volume (Signed Hollunder) Senior Court Clerk</p> |



DISTRICT COURT OBERHAUSEN Rhld.

HRB 67

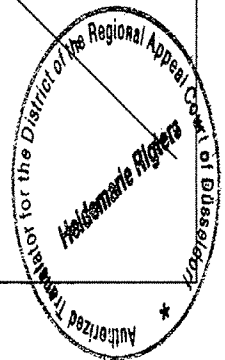
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| 96 | | | | <p>Procurator of Markus Hennes has been <u>withdrawn</u>. Gesamtprokurist: Dipl.-Kfm. Wolfgang Fenselau, born on 8.12.1941, Haan. He is entitled to represent the company together with a member of the managing board or with another Prokurist.</p> | | <p>a) January 29, 1999 b) Sheet 26 Special Volume (Signed Hollunder) Senior Court Clerk</p> |
| 97 | | | | <p>Gesamtprokuristen: Dipl.-Math. Susanne Spiegel, born on 22.3.1965, Hamm. Dr. Hans-Joachim Wieckmann, born on 17.4.1944, Leverkusen-Opladen. Each of them is entitled to represent the company together with a member of the managing board or with a Prokurist.</p> | | <p>a) February 26, 1999 b) Sheets 27-29 Special Volume (Signed Hollunder) Senior Court Clerk</p> |



DISTRICT COURT OBERHAUSEN Rhld.

HRB 67

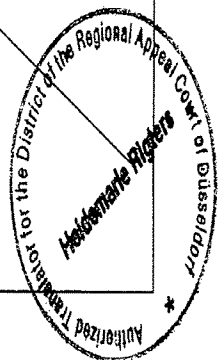
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| 98 | a) Babcock Borsig Aktiengesellschaft | EUR <u>178.952</u> <u>158.42</u> | | | <p>The Annual Meeting of Shareholders of March 18, 1999 resolved the following amendments to the statutes:</p> <p>Art. 1 (1) (company name), Articles 4 (1), (3), (4), 15, 18 (1) and 20 (4) (Share capital, division of the shares, approved capital, consent of the supervisory board, remuneration of the supervisory board and voting right). The share capital is newly divided into individual share certificates. The share capital, the approved capital, the remuneration of the supervisory board and other amounts so far stated in DM are changed over to EURO.</p> <p>Art. 4 (Share capital) is supplemented by a new para. (5) (Conditional capital). The share capital has been conditionally increased by up to EUR 4,000,000.00 by issuing new shares.</p> <p>Art. 4 (Share capital) is supplemented by the addition of one para. (6) (Conditional capital). The share capital has been conditionally increased by up to EUR 71,580,000.00.</p> <p>Art. 4 (Share capital) is supplemented by the addition of one para. (7) (Conditional capital). The share capital has been conditionally increased by up to EUR 13,800,000.00.</p> <p>Art. 4 para. (3) and (4) (Approved capital) have been extended. The empowerment of the managing board to issue new shares against cash contributions has been extended to the issue of shares against contributions in kind. The managing board is authorised, in the case of issues of shares against contributions in kind, with the consent of the supervisory board, to exclude the right of purchase of the shareholders wholly or in part.</p> | <p>a) March 19, 1999 b) Sheets 30ff-32ff Special Volume</p> <p>(Signed Hollunder) Senior Court Clerk</p> |



DISTRICT COURT OBERHAUSEN Rhld.

HRB 67

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| 99 | | | Dipl.-Wirtschafts- ing. Gisbert Rühl, born on 4.2.1959, Essen | Gesamtprokurist: Dr. Sportwiss. Jörg Oestreich, born on 30.10.1942, Bocholt. <u>He is entitled to represent the company together with a member of the managing board or with another Prokurist.</u> Procurations of Dipl.- Ökonom Herbert Brembreucker and Dipl.- Ing. Ingo Radunz have been withdrawn. | Dipl.-Wirtschafts- ing. Gisbert Rühl, born on 4.2.1959, Essen, has been appointed member of the managing board. | a) April 21, 1999 b) Sheets 33-36 Special Volume (Signed Hollunder) Senior Court Clerk |
| 100 | | <u>268,251,917. 32 Euro</u> | | | Partly utilizing the power granted on 18 March 1999, the share capital has been increased by EUR 89,299,758.90 to EUR 268,251,917.32. Art. 4 (1) of the articles of association (Amount and division of the share capital) has been amended by resolution of the supervisory board dated 1 July 1999. According to that resolution, the authorized capital II amounts to EUR 176,319.10 in Art. 4 (4). Art. 4 (3) is deleted, paragraph 4 turns into paragraph 3. | a) September 10, 1999 b) Sheets 2-5 Special Volume (Signed Hollunder) Senior Court Clerk |



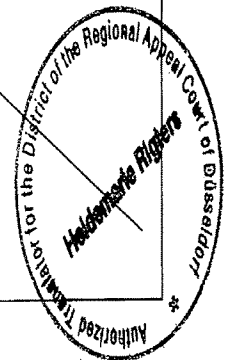
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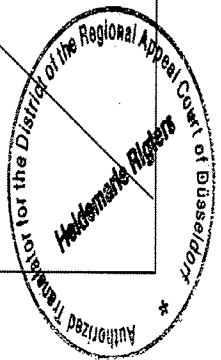
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| 101 | | | | Gesamtprokurist: <u>Achim Heuser, born on 24.10.1962, Oberhausen.</u> He is entitled to represent the company together with a member of the managing board or with another Prokurist. | | a) October 7, 1999 b) Sheet 14 Special Volume (Signed Hollunder) Senior Court Clerk |
| 102 | | | | Gesamtprokuristen: Dip.-Kfm. Ulrich Pelz, born on 19.11.1963, DK-2920 Charlottenlund; Walter Lorenz Falkners, born on 28.7.1942, Essen. They are entitled each to represent the company together with a member of the managing board or with another Prokurist. | | a) October 21, 1999 b) Sheets 18-21 Special Volume (Signed Hollunder) Senior Court Clerk |
| 103 | | | Diplom-Ökonom Reinhard Kayser, born on 04.09.52, Wennigsen. | | Fritz Kall's no longer member of the managing board. Diplom-Ökonom Reinhard Kayser, born on 04.09.52, Wennigsen, has been appointed member of the managing board. | a) November 8, 1999 b) Sheets 23-27 Special Volume (Signed Hollunder) Senior Court Clerk |



DISTRICT COURT OBERHAUSEN Rhld.

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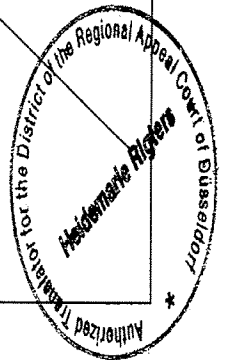
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| 104 | | | | <p>Gesamtprokuristen: <u>Dr. Ing. Hans Fechner</u>, born on 10.1.1954, <u>Düsseldorf</u>; Bernhard Hampen, born on 16.8.1956, Oberhausen; Dipl.- <u>Wirtschaftsing. Detlef</u> <u>Klüssendorf</u>, born on <u>30.5.1958</u>, Ratingen Dipl.-Wirtschaftsing. Andre Versteeg, born on 20.1.1965, Ratingen They are entitled each to represent the company together with a member of the managing board or with another Prokurist.</p> | | <p>a) February 21, 2000 b) Sheets 31-33 Special Volume (Signed Schwan) Senior Court Clerk</p> |



DISTRICT COURT OBERHAUSEN Rhld.

HRB 67

| No. of entry | a) Company b) Registered Office c) Object of company | Capital stock or share capital | Managing Board, General Partners, Executive members, Liquidators | Procuration | Legal relationships | a) Date of entry and signature b) Remarks |
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| 105 | | 268,428,236,42 Euro | | | <p>As regards item 9 of the agenda, the company's general meeting held on 18 March 1999 has, in amendment of Art. 4 (3) and (4) of the articles of association, authorized the managing board to increase the company's share capital until 1 March 2002 by up to a total of EUR 89,476,978.00 by the one-off or recurrent issue of new shares payable to bearer against cash or non-cash contributions; should the increase be effected against non-cash contribution, the statutory subscription right of the shareholders shall be suspended. On the basis of that authorization, the managing board has decided on 16 June 1999 to increase the company's share capital by an amount of EUR 89,299,758.90 to EUR 268,251,917.32 by issuing 3,493,103 new shares payable to bearer. The capital increase has been entered in the commercial register on 10 September 1999.</p> <p>On the basis of the still existing authorization of the managing board to issue new shares against cash contribution and the authorization to suspend, in whole or in part, the statutory subscription right of the shareholders in such case, unless the issue price of the new shares is considerably lower than the stock exchange price of the shares of the same type already listed on the stock exchange at the time of the final determination of the issue price, the managing board has decided on 25 January 2000 to increase the company's share capital from EUR 268,251,917.32 by EUR 176,319.10 to EUR 268,428,236.42 by issuing 6,897 new shares against cash contribution at an amount of 5 % above the stock exchange price per share, to suspend the statutory subscription right of the shareholders, and to admit Babcock Pensionskasse V.V.a.G., Oberhausen, to the subscription for the new shares. The authoritative stock exchange price shall be the average closing price of the share of Babcock Borsig AG on the Frankfurt Stock Exchange on the last five market days prior to the subscription. In its meeting held on 31 January 2000, the company's supervisory board has consented to this resolution of the managing board.</p> | |



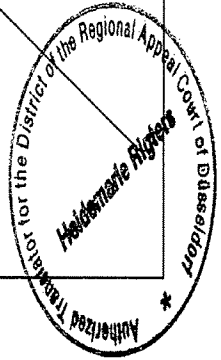
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DISTRICT COURT OBERHAUSEN Rhld.

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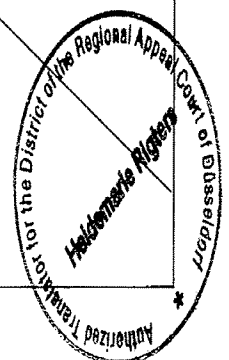
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| 1 | 2 | 3 | 4 | 5 | 6 | 7 |
| | | | | | <p>The capital increase has been carried out to the amount resolved. All of the 6,897 bearer shares have been acquired by Babcock Pensionskasse V.V.a.G., Oberhausen, at the determined issue price of EUR 41.44 per share against cash contribution.</p> <p>The shareholders' meeting has adopted the following resolutions on 18 March 1999:</p> <p>Resolution concerning the creation of an authorized capital I and amendment to the articles of association</p> <p>10.1. The managing board is authorized until 1 March 2004 to increase the company's share capital, with the consent of the supervisory board, by up to EUR 107,372,000.00 (equivalent to approx. DEM 210 million) by the one-off or recurrent issue of new shares against cash or non-cash contributions. The shareholders shall be granted a subscription right. The managing board is, however, authorized to exempt fractional amounts from the shareholders' subscription right with the consent of the supervisory board. The managing board is further authorized, with the consent of the supervisory board, to have the new shares acquired by a credit institution under the obligation to offer them to the shareholders for subscription, granting them an indirect subscription right. The managing board is authorized to lay down the further details of the capital increase.</p> <p>10.2. Accordingly, the following paragraph is added to Art. 4 of the articles of association:</p> <p>"The managing board is authorized until 1 March 2004 to increase the company's share capital, with the consent of the supervisory board, by up to EUR 107,372,000.00 by the one-off or recurrent issue of new shares against cash or non-cash contributions. The shareholders shall be granted a subscription right. The managing board is, however, authorized to exempt fractional amounts from the shareholders' subscription right with the consent of the supervisory board. The managing board is further authorized, with the consent of the supervisory board, to have the new shares acquired by a credit institution under the obligation to offer them to the shareholders for subscription, granting them an indirect subscription right."</p> <p>Resolution concerning the creation of an authorized capital II and amendment to the articles of association</p> | |



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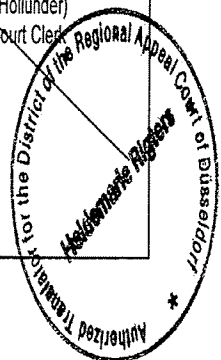
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| | | | | | <p>11.1. The managing board is authorized until 1 March 2004 to increase the company's share capital, with the consent of the supervisory board, by up to EUR 26,842,000.00 (equivalent to approx. DEM 52.5 million) by the one-off or recurrent issue of new shares against cash or non-cash contributions (authorized capital II). If the shares are issued against cash contributions, the managing board can, with the consent of the supervisory board, suspend the statutory subscription right of the shareholders, unless the issue price of the new shares is considerably lower than the stock exchange price of the shares of the same type already listed on the stock exchange at the time of the final determination of the issue price. If and as far as the power to suspend the subscription right as defined in the second sentence is not exercised, the managing board can suspend the statutory subscription right of the shareholders with regard to fractional amounts with the consent of the supervisory board. The managing board is further authorized, with the consent of the supervisory board, to have the new shares acquired by a credit institution or consortium of banks under the obligation to offer them to the shareholders for subscription, granting them an indirect subscription right.</p> <p>The managing board is authorized to regulate the further details of the capital increase.</p> <p>11.2 Accordingly, the following paragraph is added to Art. 4 of the articles of association: "The managing board is authorized until 1 March 2004 to increase the company's share capital, with the consent of the supervisory board, by up to EUR 26,842,000.00 by the one-off or recurrent issue of new shares against cash or non-cash contributions (authorized capital II). If the shares are issued against cash contributions, the managing board can, with the consent of the supervisory board, suspend the statutory subscription right of the shareholders, unless the issue price of the new shares is considerably lower than the stock exchange price of the shares of the same type already listed on the stock exchange at the time of the final determination of the issue price.</p> | |



DISTRICT COURT OBERHAUSEN Rhld.

HRB 67

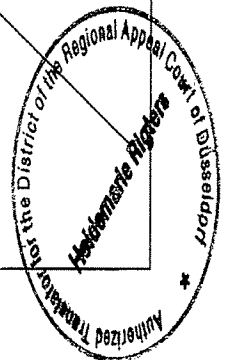
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| | | | | | <p>If the shares are issued against cash contributions, the managing board can, with the consent of the supervisory board, suspend the statutory subscription right of the shareholders, unless the issue price of the new shares is considerably lower than the stock exchange price of the shares of the same type already listed on the stock exchange at the time of the final determination of the issue price. If and as far as the power to suspend the subscription right as defined in the second sentence is not exercised, the managing board can suspend the statutory subscription right of the shareholders with regard to fractional amounts with the consent of the supervisory board. The managing board is further entitled, with the consent of the supervisory board, to have the new shares acquired by a consortium of banks under the obligation to offer them to the shareholders for subscription, granting them an indirect subscription right."</p> <p>On the basis of the power conferred pursuant to Art. 25 of the articles of association, the supervisory board has amended Art. 4 of the articles of association on 31 January 2000 as follows:</p> <p>4.1. Art. 4 (1) reads: "(1) The share capital of the company amounts to EUR 268,428,236.42. The share capital is divided into 10,500,000 ordinary shares, namely individual share certificates."</p> <p>4.2. The former Art. 4 (3) is deleted. The amendments to the articles of association herewith applied for are added as paragraphs (3) and (4). The following paragraphs are numbered (5) to (7).</p> | <p>a) March 2, 2000 b) Sheet</p> <p>(Signature illegible) Senior Court Clerk</p> |
| 106 | | | | | <p>The entry made under serial number 55, column 2, is corrected as follows: "The executive/corporate management" must be replaced by "The managing board".</p> | <p>a) March 17, 2000 b) corrected ex officio</p> <p>(Signed Hollunder) Senior Court Clerk</p> |



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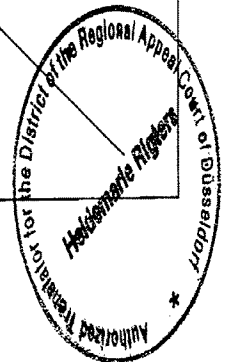
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| 1 | 2 | 3 | 4 | 5 | 6 | 7 |
| 107 | <p>c) The purpose of the firm are the direction, administration and acquisition of companies at home and abroad which are particularly active in the field of the construction of power stations, industrial plant construction, mechanical and process engineering, engineering and construction of watercraft, as well as the acquisition and administration of real estate.</p> <p>The company may also become active itself in the fields of business stated in Para. 1.</p> <p>The company is entitled to arrange any business and measures serving the company's purpose. This also includes the setting-up of branches and the conclusion of intercompany agreements.</p> <p>The managing board is entitled to conclude inter-company agreements as defined in Art. 291, 292 of the corporation act with dependent companies.</p> | | | | <p>The shareholders' meeting has adopted the following resolutions on 16 March 2000:</p> <p>The maximum amount of the authorized but unissued capital created by the shareholders' resolution on 18 March 1999 according to item 6.2 on the agenda of up to EUR 4 million is increased by EUR 6 million up to EUR 10 million.</p> <p>The other stipulations of the shareholders' resolution dated 18 March 1999 apply to the increased amount of up to EUR 10 million.</p> <p>Accordingly, Art. 4 (4) of the articles of association is amended and revised as follows:</p> <p>"Art. 4 (4):</p> <p>The share capital is conditionally increased by up to EUR 10,000,000.00 by the issue of new shares. The conditional capital increase is carried out only in so far as the holders of the convertible bonds issued by Babcock Borsig Aktiengesellschaft by virtue of the authorization (item 6 on the agenda) of the shareholders' meeting of 18 March 1999 make use of their conversion rights. The new shares participate in the profit from the beginning of that financial year in which they are created due to the exercise of conversion rights." As a result of the entry made on 2 March 2000, paragraph 4 is adopted as paragraph 5 and, as a result of today's application, as paragraph 6.</p> <p>The objects of the company have been changed.</p> <p>Accordingly, Art. 2 (1) of the articles of association is amended and revised as follows:</p> <p>"Art. 2 (1)</p> <p>The objects of the company are the management, administration, acquisition, and sale of companies at home and abroad, which are in particular engaged in the field of power station engineering, industrial plant construction, mechanical engineering, engineering and construction of watercrafts as well as the acquisition and administration of real property."</p> <p>Due to the re-division of the share capital to individual shares and the conversion of the amounts to EURO, the contents of the share certificates are no longer correct. The administration does not intend to print new share certificates.</p> <p>Accordingly, Art. 4 of the articles of association shall be supplemented by a paragraph which will be added as paragraph 3.</p> | |



DISTRICT COURT OBERHAUSEN Rhld.

HRB 67

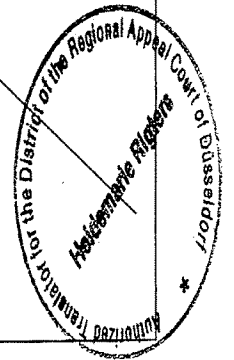
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| | | | | | <p>Art. 4 (3) of the articles of association now reads: "Art. 4 (3) The shareholder shall not be entitled to claim share certificates." The numbering of the following paragraphs is changed accordingly.</p> | <p>a) March 23, 2000 b) Sheets 49-55 Special Volume (Signature illegible) Senior Court Clerk</p> |
| 108 | | | | <p>Collective procuracy: Peter Gnau, born on 29.7.1967, Heiligenhaus; Siegfried Michelfelder, born on 7.3.1941, Gummersbach. They are entitled each to represent the company together with a member of the managing board or with another Prokurist.</p> | | <p>a) April 17, 2000 b) Sheet 55 Special Volume (Signature illegible) Court Clerk</p> |
| 109 | | | | <p>Collective procuracy: Dipl.-Kfm. Thomas Richterich, born on 28.12.1960, Kamp Lintfort. He is entitled to represent the company together with a member of the managing board or with another Prokurist.</p> | | <p>a) April 25, 2000 b) Sheets 56/57 Special Volume (Signature illegible) Court Clerk</p> |
| 110 | | | | | <p>The shareholders' meeting has resolved the conditional increase of the share capital by an amount of up to DEM 9.75 million (equivalent to approx. EUR 4.99 million) on 16 March 2000.</p> | <p>a) May 9, 2000 b) Sheets 58-66 Special Volume (Signature illegible) Court Clerk</p> |



DISTRICT COURT OBERHAUSEN Rhld.

HRB 67

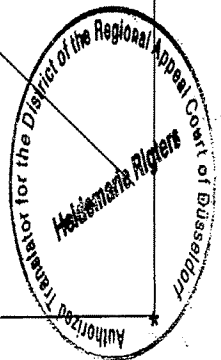
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|--------------|--|--------------------------------|--|--|---|---|
| 1 | 2 | 3 | 4 | 5 | 6 | 7 |
| 111 | | | | | The shareholders' meeting has resolved the conditional increase of the share capital by up to EUR 2,556,460.00 on 16 March 2000 by issuing up to 100,000 new individual shares. At the same time, Art. 4 of the articles of association (Share capital) has been amended. | a) July 4, 2000 b) Sheets 58-66 Special Volume (Signature illegible) Senior Court Clerk |
| 112 | | | | <p>Gesamtprokuristen: Dipl.-Volkswirt Dieter Dehike, Laatzen, born on 12.4.1965; Markus Assmann, Oberhausen, born on 24.10.1962; Dr. Lothar Dietrich, Ratingen, born on 17.3.1950; Dr. jur. Georg-Peter Kränzlin, Ratingen, born on 5.11.1954; Dr. Ing. Michael Fübi, Ratingen, born on 1.8.1967; Dipl.-Ing. Thomas Jahmarkt, Ratingen, born on 24.7.1969; Dipl.-Betriebswirt Werner Reistel, Kaarst, born on 21.5.1964; Dipl.-Oec. Kai-Uwe Weitz, Herne, born on 2.4.1965; Jürgen Simmer, Groß Glienicke, born on 18.6.1955.</p> <p>They are entitled each to represent the company together with a member of the managing board or with another Prokurist.</p> <p><u>Procuration of Dr. Sportwiss. Jörg Oestreich has been withdrawn.</u></p> | | a) August 8, 2000 b) Sheets 23-35 Special Volume (Signature illegible) Senior Court Clerk |



DISTRICT COURT OBERHAUSEN Rhld.

HRB 67

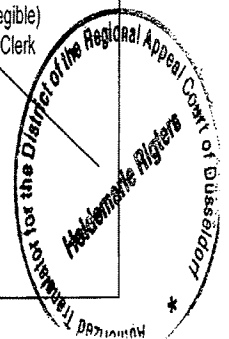
| No. of entry | a) Company b) Registered Office c) Object of company | Capital stock or share capital | Managing Board, General Partners, Executive members, Liquidators | Procuration | Legal relationships | a) Date of entry and signature b) Remarks |
|--------------|--|--------------------------------|--|--|---|---|
| 1 | 2 | 3 | 4 | 5 | 6 | 7 |
| 113 | | | | Procuration of Achim Heuser has been withdrawn. | | a) August 28, 2000 b) Sheets 36/37 Special Volume (Signature illegible) Court Clerk |
| 114 | | | | Procuration of Dipl.-Wirtschaftsing. Detlef Klüssendorf has been withdrawn. Robin Duff, born on 26.9.1952, Bonn He is entitled to represent the company together with a member of the managing board or with another Prokurist. | | a) September 27, 2000 b) Sheets 38-39 Special Volume (Signature illegible) Senior Court Clerk |
| 115 | | | Dr.-Ing. Hans Fechner, born on 10.1.1954, Düsseldorf | | Dr.-Ing. Hans Fechner, born on 10.1.1954, Düsseldorf, has been appointed deputy member of the managing board. | a) November 16, 2000 b) Sheets 54-56 Special Volume (Signature illegible) Senior Court Clerk |
| 116 | | | | Gesamtprokuristen: <u>Dr. Bettina Pohlmann, born on 3.8.1953, Bonn;</u> Horst Duwe, born on 10.12.1958, Würzburg; Frank Reinmöller, born on 19.9.1966, Kempen. They are entitled each to represent the company together with a member of the managing board or with another Prokurist. <u>Procuration of Dr. Ing. Hans Fechner as been withdrawn.</u> | | a) December 14, 2000 b) Sheet 57 Special Volume (Signature illegible) Senior Court Clerk |



DISTRICT COURT OBERHAUSEN Rhld.

HRB 67

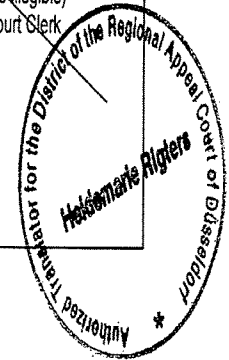
| No. of entry | a) Company b) Registered Office c) Object of company | Capital stock or share capital | Managing Board, General Partners, Executive members, Liquidators | Procuration | Legal relationships | a) Date of entry and signature b) Remarks |
|--------------|--|--------------------------------|--|---|---|--|
| 1 | 2 | 3 | 4 | 5 | 6 | 7 |
| 117 | | | | Procuration of Dipl. Math. Susanne Spiegel has been withdrawn | | a) December 21, 2000 b) Sheets 61/62 Special Volume (Signature illegible) Senior Court Clerk |
| 118 | | | | Gesamtprokurist: Dipl.-Ing. Wolfgang Felgner, born on 23.4.1948, Sindelfingen. He is entitled to represent the company together with a member of the managing board or with another Prokurist. Procurations of Dipl.-Kfm. Reinhard Meinke and Peter Gnau have been withdrawn. | | a) January 26, 2001 b) Sheets 63/64 Special Volume (Signature illegible) Senior Court Clerk |
| 119 | | | | Gesamtprokurist: Michael von Cappeln, born on 6.3.1953, Krefeld He is entitled to represent the company together with a member of the managing board or with another Prokurist. | | a) February 15, 2001 b) Sheets 65-66 Special Volume (Signature illegible) Court Clerk |
| 120 | | EURO 268,870,657. 28 | | | Based on the conditional increase of the share capital resolved on 16 March 2000, 17,306 preemptive shares have been issued. The share capital now amounts to EUR 268,870,657.28. Art. 4 of the articles of association has been amended. | a) February 28, 2001 b) Sheets 50-53ff + 66-89 Special Volume (Signature illegible) Senior Court Clerk |



DISTRICT COURT OBERHAUSEN Rhld.

HRB 67

| No. of entry | a) Company b) Registered Office c) Object of company | Capital stock or share capital | Managing Board, General Partners, Executive members, Liquidators | Procurations | Legal relationships | a) Date of entry and signature b) Remarks |
|--------------|--|--------------------------------|--|---|--|--|
| 1 | 2 | 3 | 4 | 5 | 6 | 7 |
| 121 | | | | Gesamtprokurist: Dipl.-Ing. Darya Nassehi Tabrizi, born on 25.11.1968, Düsseldorf. He is entitled to represent the company together with a member of the managing board or with another Prokurist. | | a) March 6, 2001 b) Sheets 90/91 Special Volume (Signature illegible) Senior Court Clerk |
| 122 | | | | Procurations of Dr. Bettina Pohlmann and Wolf-Dietrich Glockner have been withdrawn. | | a) March 15, 2001 b) Sheets 179-180 Special Volume (Signature illegible) Court Clerk |
| 123 | | | | | On the basis of the merger agreement dated 11 April 2001 and the resolutions adopted by the shareholders' meeting on the same day, the company has merged with Babcock Borsig Beteiligungs GmbH - HRB 60 Oberhausen district court - as transferor company by transfer of the assets as a whole, excluding liquidation, by way of absorption. | a) 21.5.2001 b) Sheets 190-193 Special Volume (Signature illegible) Senior Court Clerk |
| 124 | | | | | Art. 4 of the articles of association has been amended by the resolution of the supervisory board dated 18 April 2001. | a) 1.6.2001 b) Sheets 194-202 ff. Special Volume (Signature illegible) Court Clerk |
| 125 | | | | | On the basis of the merger agreement dated 28 May 2001 the company as transferor company has merged with BDAG Balcke-Dürr Aktiengesellschaft - HRB 50 Ratingen district court - likewise as transferor company pursuant to s. 2 (2) German Transformation Act by the foundation of Babcock Borsig AG having its registered office in Oberhausen. The company's general meeting has consented to the merger agreement on 28 May 2001, the shareholders' meeting of BDAG Balcke-Dürr Aktiengesellschaft has consented to it on 25 May 2001. The merger shall not become effective until the new legal entity has been entered in the register. | a) July 12, 2001 b) Sheets 203 ff - 219 Special Volume (Signature illegible) Senior Court Clerk |



TRADEMARK

DISTRICT COURT OBERHAUSEN Rhld.

HRB 67

| No. of entry | a) Company b) Registered Office c) Object of company | Capital stock or share capital | Managing Board, General Partners, Executive members, Liquidators | Procuration | Legal relationships | a) Date of entry and signature b) Remarks |
|--------------|--|--------------------------------|--|-------------|--------------------------|--|
| 1 | 2 | 3 | 4 | 5 | 6 | 7 |
| 126 | | | | | The company has expired. | a) July 12, 2001 b) Sheets 203 ff-219 Special Volume (Signature illegible) Senior Court Clerk |

This is to certify that the above copy is identical to the entry in the register.

Duisburg, January 9, 2007

(Signed) Court Clerk

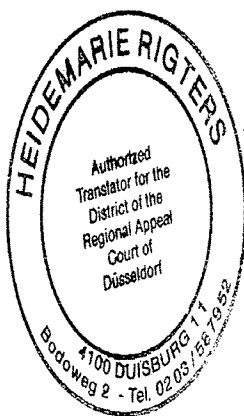
as Commissioner of Deeds of the District Court

(Seal of Duisburg District Court)

The correctness and completeness of foregoing translation from German is hereby certified.

Duisburg, 21.02.07

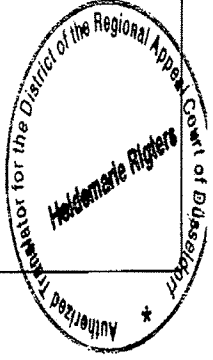
H. K. J.



11/10 12/18/10

This printout is not signed and is considered as a certified copy.

| No. of entry | a) Company b) Registered office, place of business, branch establishment c) Object of company | Capital stock or share capital | a) General representation ruling b) Management board, managerial organ, head managers, personally liable partner, managing directors, authorised representatives and special representative authority | Procurator | a) Legal form, commencement, by-laws or articles of association b) Other legal relations | a) Date of entry b) Remarks |
|--------------|--|--------------------------------|---|---|---|---|
| 1 | 2 | 3 | 4 | 5 | 6 | 7 |
| 1 | <p>a) Babcock Borsig AG</p> <p>b) Oberhausen</p> <p>c) The objects of the company are the management, administration, formation, acquisition, and sale of companies at home and abroad, which are in particular engaged in the field of power engineering, power station engineering, industrial plant construction, mechanical engineering, building services engineering, surface engineering, engineering and construction of watercrafts as well as the acquisition and administration of real property.</p> | 111,520,254.00 Euro | <p>a) <u>The managing board consists of at least two members. The company is legally represented by two members of the managing board or by one member of the managing board together with one company officer holding power of procurator. The supervisory board may discharge members of the managing board from the restrictions of s. 181 German Civil Code to enter into legal transactions with the company as representative of a third party (multiple representation).</u></p> <p>b) <u>Managing board:</u> <u>Dr. Balthasar, Helmut, Bergisch-Gladbach, born on 05.08.1961</u> <u>Managing board:</u> <u>Dr. Kränzlin, Georg-Peter, Ratingen, born on 05.11.1954</u> <u>Chairman of the managing board</u> <u>Piepenburg, Horst, Düsseldorf, born on 09.03.1954</u></p> | <p>Joint power of procurator together with one member of the managing board or any other company officer holding power of procurator.</p> <p><u>Simmer, Jürgen, Gross Glienicke, born on 18.06.1955</u> <u>Weiss, Theodor, Bottrop, born on 05.06.1952</u> <u>Bischof, Wolfgang, Herten, born on 11.08.1947</u> <u>Steedmanns, Georg, Moers, born on 08.09.1941</u> <u>Becker, Bernd, Schermbeck, born on 27.08.1961</u> <u>Brandt, Siegfried, Meerbusch, born on 20.12.1943</u> <u>Büllesbach, Hans-Josef, Oberhausen, born on 18.09.1944</u> <u>Geisen, Helmut, Oberhausen, born on 28.10.1949</u> <u>Hampen, Bernhard, Mülheim, born on 16.08.1956</u> <u>Kunz, Reinhard, Erkrath, born on 25.12.1951</u> <u>Menzel, Birgit, Velbert, born on 28.12.1958</u></p> | <p>a) Public limited company Articles of association dated 25/28 May 2001, last amended on 28 May 2003</p> <p>b) The managing board is entitled to increase the company's share capital, with the consent of the supervisory board, by 1 June 2006 either by a one-off payment or in partial amounts by up to a total of EUR 54,000,000.00 by issuing new shares against cash deposits (authorized capital I). The shareholders shall be granted a subscription right.</p> <p>The managing board is entitled to increase by 1 June 2006 the company's share capital, with the consent of the supervisory board, either by a one-off payment or in partial amounts by up to EUR 280,818.00 by issuing new shares (authorized capital II). The shareholders shall have no subscription right.</p> <p>The company's share capital is conditionally increased by up to EUR 287,100.00 according to the resolution passed at the shareholders' meeting on 19 March 2002.</p> <p>The company's assets have been subjected to insolvency proceedings by order of Duisburg district court dated 1 September 2002 (62 IN 167/02).</p> <p><u>The court has ordered that the debtor's personal management be established (s. 270 German Insolvency Act) and that dispositions which are not part of the ordinary course of business require approval (s. 277 German Insolvency Act analogously).</u></p> | <p>a) July 21, 2003 Schürken</p> <p>b) Date of first registration in Oberhausen: 12.07.2001 This sheet has been rewritten for continued registration by electronic data processing, and with the simultaneous change of local responsibility it has replaced the former registration sheet HR B 3816 of the Oberhausen District Court.</p> <p>The entry in column 6 b) concerning the authorized capital II has been corrected and summarizes the present contents of the articles of association as amended.</p> |



This printout is not signed and is considered as a certified copy.

| No. of entry | a) Company b) Registered office, place of business, branch establishment c) Object of company | Capital stock or share capital | a) General representation ruling b) Management board, managerial organ, head managers, personally liable partner, managing directors, authorised representatives and special representative authority | Procurations | a) Legal form, commencement, by-laws or articles of association b) Other legal relations | a) Date of entry b) Remarks |
|--------------|---|--------------------------------|--|---|---|--|
| 1 | 2 | 3 | 4 | 5 | 6 | 7 |
| | | | | <p><u>Reinmüller, Frank, Kempen, born on 19.09.1966</u> <u>Peters, Günter, Oberhausen, born on 12.09.1947</u></p> | <p>Thus, the company is dissolved.</p> | |
| 2 | | | <p>a) The managing board consists of one or several members. The company is legally represented by two members of the managing board or by one member of the managing board together with one company officer holding power of procurations. If the managing board consists of one member only, the company shall be represented by that member alone. The supervisory board may discharge members of the managing board from the restrictions of s. 181 German Civil Code to enter into legal transactions with the company as representative of a third party (multiple representation).</p> | | <p>a) The shareholders' meeting has adopted a resolution on 28 May 2003 concerning the further amendments of the articles of association in § 3 (Notifications), § 6 para 1 (Constitution) and § 8 para 1 (Representation).</p> | <p>a) 23.09.2003 Kassen b) Entry of 20 June 2003 (Oberhausen district court) amended ex officio. Special volume sheets 21-25 et seq.</p> |
| 3 | | | <p>b) <u>No longer Chairman of the managing board Piepenburg, Horst, Düsseldorf born on 09.03.1954</u></p> | | | <p>a) 25.09.2003 Ganswindt b) Sheets 33-36, special volume</p> |

