

5/10/02

05-16-2002



Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

REC: Thru 102092591

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): Alstom Engines Ltd. Individual(s) Association General Partnership Limited Partnership Corporation-State Other U.K. Corporation

2. Name and address of receiving party(ies) Name: Man B & W Diesel Limited Internal Address: Bramhall Moor Lane, Hazel Grove Street Address: Stockport Cheshire SK7 5AH, U.K. City: State: Zip: Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Other U.K. Corporation

3. Nature of conveyance: Assignment Merger Security Agreement Change of Name Other Execution Date: 6/13/00

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 627344, 648216, 1415419 and 1932015

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: David B. Kirschstein, Esq. Internal Address: Kirschstein, Ottinger, Israel & Schiffmiller Street Address: 489 Fifth Avenue, 17th Floor City: New York State: NY Zip: 10017-6105

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41) \$ 115.00 Enclosed Authorized to be charged to deposit account

8. Deposit account number:

9. Signature: David B. Kirschstein Name of Person Signing Signature Date 5/2/02

OFFICE OF RECORDS FINANCE SECTION 2002 MAY 15 AM 11:00

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

05/15/2002 TDIAZ1 00000225 627344 01 FC:481 40.00 OP 02 FC:482 75.00 OP

TRADEMARK REEL: 002505 FRAME: 0873

In Re: U.S. Trademark Registrations
No. 627,344 - RUSTON
No. 648,216 - PAXMAN
No. 1,415,419 - VALENTA
No. 1,932,015 - PAXMAN

POWER OF ATTORNEY

MAN B & W DIESEL LTD. hereby appoints David B. Kirschstein, Reg. No. 17244; Alan Israel, Reg. No. 27564; Martin W. Schiffmiller, Reg. No. 30421, and Lisa A. Pieroni, of KIRSCHSTEIN, OTTINGER, ISRAEL & SCHIFFMILLER, P.C., 489 Fifth Avenue, New York, New York 10017-6105, members of the Bar of the State of New York, to prosecute the recordal of a trademark assignment on its behalf, to transact all business in the Patent and Trademark Office in connection therewith, and to receive the recordation particulars.

APPOINTMENT OF DOMESTIC REPRESENTATIVE

Kirschstein, Ottinger, Israel & Schiffmiller, P.C., whose postal address is 489 Fifth Avenue, New York, New York 10017-6105, is hereby designated applicant's representative upon whom notices or process in proceedings affecting the mark may be served.

MAN B & W DIESEL LTD.

By Alan Israel
Name: Alan Israel
Title: Managing Director

Dated: _____

Nature of Authority under which signatory signs:

- A person with legal authority to bind the Owner, or
- A person with firsthand knowledge of the facts and actual or implied authority to act on behalf of the Owner, or
- An attorney as defined in 37 C.F.R. 10.1(e) who has an actual or implied written or verbal power of attorney from the Owner.

15-06-00

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

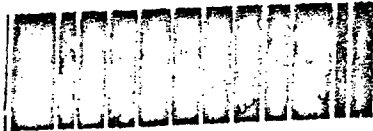
Company No. 759517

The Registrar of Companies for England and Wales hereby certifies that
ALSTOM ENGINES LTD

having by special resolution changed its name, is now incorporated
under the name of

MAN B&W DIESEL LTD

Given at Companies House, London, the 13th June 2000



C00759517C

N. Richards.
MR. N. RICHARDS

For The Registrar Of Companies



COMPANIES HOUSE