

IRREVOCABLE POWER OF ATTORNEY - SECURITIES

For value received the undersigned hereby sells, assigns and transfers unto Westenley Trading & Investment Company Ltd.

(Name of Transferee)
of Windsor House, 30 Victoria Street, London SW1W 0NL, England.
(Address)

Fill: (a) for stocks, or (b) for bonds, debentures, notes or other securities.

(a) 12,260,000 shares of the Common Shares
(Number) (Class)
Capital Stock

(b) \$ _____ & _____
(Description of bonds, debentures, notes)
of Inesco Limited
(Name of Corporation)

standing in the name of the undersigned on the books of the said Corporation represented by certificate(s)

No. (s) CB 353040, CB 247470, CB 300309, CB 324906

and hereby irrevocably constitutes and appoints _____

(This space should be left blank)
the attorney of the undersigned to transfer the said securities on the books of the said Corporation with full power of substitution in this matter:

Dated December 22, 1988

2 copies of Form to accompany.

In the presence of
STATE of Kentucky
County of Jefferson

James Chastain

Notary Public, State of Large, KY,
My commission expires Nov 3, 1992!

BATUS INC., Successor
by Merger of BATUS Investments Inc.
By: *[Signature]*
Vice President & Treasurer

SIGNATURE GUARANTEE
CITIZENS FIDELITY BANK & TRUST
LOUISVILLE, KY
[Signature]
VICE PRESIDENT

201028800

READ CAREFULLY

The signature(s) to this assignment must correspond with the name(s) as written upon the face of the certificate(s) in every particular without any change whatever. The signature(s) of the person(s) executing this power should be guaranteed by a Bank, Trust Company or by a member of a recognized Stock Exchange.

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