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State of Rhode Island and Providence Plantations

FOREIGN LIMITED PARTNERSHIP

APPLICATION FOR

CERTIFICATE OF REGISTRATION

OF

KDC FINANCIAL LIMITED PARTNERSHIP

To the Secretary of State

of the State of Rhode Island

Pursuant to the provisions of Section 7-13-49 of the General Laws, 1956, as amended, the undersigned foreign limited partnership hereby applies for a Certificate of Registration to transact business in the State of Rhode Island and for that purpose submits the following statement:

FIRST: The name of the limited partnership is KDC FINANCIAL LIMITED PARTNERSHIP

and, if different, the name which it proposes to register and transact business in the State of Rhode Island is

(If not applicable, so state)

SECOND: It is organized under the laws of Delaware

and the date of its formation is October 31, 1991

THIRD: The general character of the business it proposes to transact in Rhode Island is

To finance the purchase of Komatsu Dresser Company, construction and mining equipment and related activities.

FOURTH: The Rhode Island address of its proposed agent for service of process on the foreign limited partnership is 123 Dyer Street, Providence, R. I. 02903

and the name of the agent resident in Rhode Island at that address is C T CORPORATION SYSTEM

FIFTH: The foreign limited partnership hereby agrees that if the foreign limited partnership fails to appoint an agent for service of process or, if appointed, the agent's authority has been revoked or if the agent cannot be found or served with the exercise of reasonable diligence, the foreign limited partnership appoints the Secretary of State of the State of Rhode Island as its agent for service of process.

SIXTH: The address of the office required to be maintained in the state of organization by the laws of that state or, if not so required, of the principal office of the foreign limited partnership is.....

3201 North Wolf Road, Franklin Park, Illinois 60131

SEVENTH: If the Certificate of Limited Partnership filed in the foreign limited partnership's state of organization is not required to include the names and business addresses of the partners, the following are the names and addresses of all partners: (If not applicable, so state)

General Partners

Address

Not applicable

Limited Partners

Address

Dresser Finance Corporation 1600 Pacific, Dallas, Texas 75201

Komatsu America Corp. 4275 Shackleford Road, Suite 150
Norcross, Georgia 30093

Dated November 1, 19 91 .

KDC FINANCIAL LIMITED PARTNERSHIP

(Exact name of Limited Partnership making application)

DRESSER FINANCE CORPORATION, General Partner

[Signature]

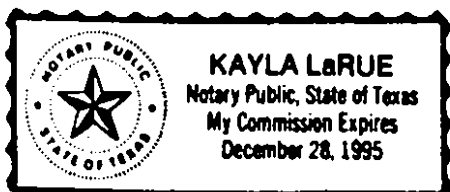
Kenneth C. Rueckert, President

State of Texas

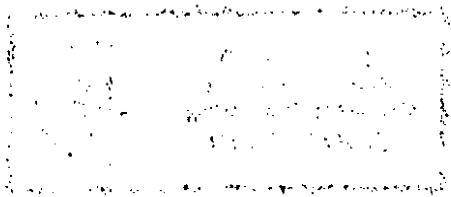
County of Dallas

} Sc.

At 8:30 a.m. in said county on this 1st day of November, 19 91, personally appeared before me Kenneth C. Rueckert, who, being by me first duly sworn, declared that he/she is a General Partner of the KDC FINANCIAL LIMITED PARTNERSHIP, that he/she signed the foregoing document as a General Partner of the limited partnership, and that the statements therein contained are true.



Kayla L. LaRue
Notary Public



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SECRETARY OF STATE

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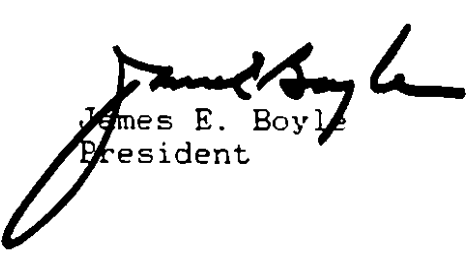
KDC FINANCIAL
CORP

October 30, 1991

TO WHOM IT MAY CONCERN:

This is to advise that KDC Financial Corp. is a General Partner in the Limited Partnership of KDC Financial Limited Partnership and we hereby authorize KDC Financial Limited Partnership the right to use the name KDC Financial in any and all states in the connection with the conduct of its business.

Very truly yours,



James E. Boyle
President