

TAKING - OVER CERTIFICATE

Contract No. :05/HVT/2001 dated September 15, 2001

Addendum No. :No. 1 dated January 20, 2000; No.2 dated January 20, 2000;
No. 3 dated February 4, 2000; No. 4 dated February 17, 2000.

Contractor :Joint Venture of ABB - Kinden Corporation -VINAINCON

Title : HAI VAN PASS TUNNEL CONSTRUCTION PROJECT

Scope of Work :110/22 kV SUBSTATION AND 110 kV TRANSMISSION LINE

We hereby certify that the above Works: comprising Contract No. 5/HVT/2001 dated September 15, 2001 and Addendum Nos. 1, 2, 3 and 4 between Project Management Unit No. 85 (PMU85), the Employer, and Joint Venture of ABB -Kinden Corporation -VINAINCON, the Contractor, have been substantially completed and have satisfied the requirements prescribed by the Contract with the exception of Variation Order No.1 (VO No.1), and the Contractor has given a written undertaking to finish with due expedition any outstanding work during the Defects Liability Period. The Defects Liability Period of 365 days shall commence on the energization of one transmission line and the substation or the 1st April 2004, whichever is earlier with the exception of GIS equipment supplied under Specification Section 16245 High Voltage Switchgear and Section 16345 Medium Voltage Switchgear. The Defects Liability Period of five (5) years for GIS integrity and performance of equipment supplied under Specification Sections 16245 and 16345 of Contract shall commence on the effective day of this Certificate, December 12, 2003.

This Certificate is issued under Sub-Clause 29.1 of the General Conditions of the Contract.

The first monies of Retention Money shall be paid to the Contractor in accordance with Sub-Clause 33.6 of the Section 8 Part II - Special Conditions of the Contract. This Certificate does not relieve the Contractor of the responsibility to undertake the proper repair, replacement and completion of outstanding work to the complete satisfaction of the Engineer.

**THE SOCIALIST REPUBLIC OF VIETNAM
MINISTRY OF TRANSPORT AND COMMUNICATIONS
PROJECT MANAGEMENT UNIT NO. 85 (PMU85)**

This Certificate shall not relieve the Contractor of any of his obligations under the Contract nor shall it constitute a waiver of any of the Employer's rights under the Contract. The Contract shall not be considered as completed until Defects Liability Certificates shall have been signed by the Engineer and issued to the Contractor stating the date on which the Contractor shall have completed his obligations to execute and complete the Works and remedy defects therein to the satisfaction of the Engineer.

The items of work, inter alia, associated with this Taking-Over Certificate, which remain to be completed, to the approval of the Engineer, during the period of the works of VO No.1, are shown in the attached "PART 3: Agreement for Minor Outstanding Items".

For and on behalf of
The Engineer

JOINT VENTURE of ABB-
KINDEN CORPORATION - VINAINCON

For and on behalf of
The Employer

PROJECT MANAGEMENT UNIT NO. 85

Evan Lagerquist
Project Manager

Nguyen Ngoc Tran
General Director

For and on behalf of
The Engineer

NIPPON KOEI CO. LTD AND
LOUIS BERGER INTERNATIONAL INC,
IN ASSOCIATION WITH
TRANSPORT ENGINEERING DESIGN
CORPORATION

Ichizuru Ishimoto
Project Manager