

Company No: 2579323

THE COMPANIES ACT 1985 TO 1989

**PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS OF
SOUTH WALES TPL INVESTMENTS LIMITED**

Pursuant to Section 381A of the Companies Act 1985 ("the Act")

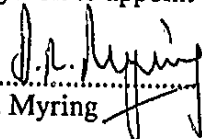
Passed on17th October.....1994

We, the undersigned members of the above named Company being all the members who at the date hereof would be entitled to attend and vote at a general meeting of the Company, hereby resolve as follows such resolutions to take effect as Elective Resolutions pursuant to Section 379A of the Act.

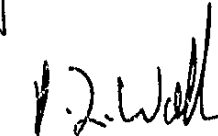

ELECTIVE RESOLUTIONS

That the Company hereby Elects:

1. That pursuant to S.366A of the Act, the Company hereby elects to dispense with the holding of annual general meetings in 1994 and until this election is revoked.
2. That pursuant to S.252 of the Act, the Company hereby elects to dispense with the laying of accounts and reports before the company in general meeting.
3. That pursuant to S.386 of the Act, the Company hereby elects to dispense with the obligation to appoint auditors annually.


D.R. Myring

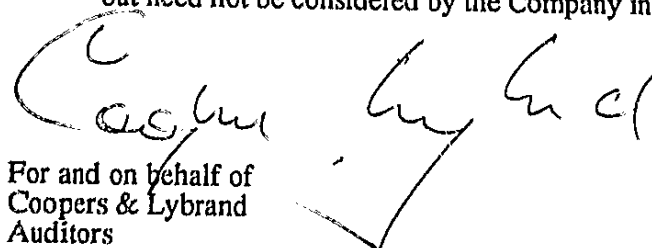
The Common Seal of South Wales
Electricity Generating Limited
was hereunto affixed in the
presence of:-

 Director
 Secretary

Dated this 17th day of October 1994

We being the auditors to the above Company hereby:-

- (a) acknowledge that a copy of the above resolutions have been sent to us; and
- (b) ~~notify the Company that in our opinion the above resolutions do not concern us as auditors.~~
- (c) notify the Company that in our opinion the above resolutions do concern us as auditors but need not be considered by the Company in general meeting.


For and on behalf of
Coopers & Lybrand
Auditors

