

Company No. 3276984

The Companies Act 1985 (as amended)

Written Resolution

of

**Independent Energy Generation Limited (in administrative receivership)
(the "Company")**

Independent Energy Holdings PLC, acting by its joint administrators (as agents and without personal liability), and being the sole member of the Company entitled to attend and vote at any general meeting of the Company in respect of the Resolution set out below and having seen a copy of the Sale Agreements referred to below HEREBY RESOLVES in accordance with section 381A of the Companies Act 1985 and Article 53 of Table A (as adopted by the Company's Articles of Association) that the following resolution be passed as an Ordinary Resolution of the Company:

ORDINARY RESOLUTION

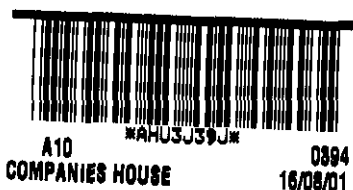
THAT, for the purposes of section 320 of the Companies Act 1985, the Company be and is hereby authorised to enter into an agreement (the "Agreement") to be made between, inter alia, the Company (acting by its administrative receivers), Warwick Energy Limited, Warwick Energy Exploration and Production Limited, Warwick Integrated Generation Limited and Warwick Integrated Methane Production Limited pursuant to which the Company is to sell its business (being the business of constructing and operating generating plant and equipment carried out by the Company) and certain assets associated with that business.

Signed by 

Name: M. V. McHoughton

Joint Administrator of Independent Energy Holdings PLC

Dated 8th August, 2001



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