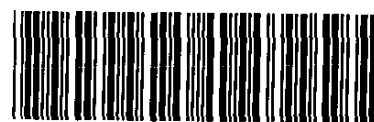


Company Number: 03600574

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COMPANIES HOUSE

Central Networks West plc (the "Company")

Written Resolutions of the sole Member of the Company

Circulation Date: 1 April 2011

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that:

- (i) resolutions 1 and 2 below are passed as ordinary resolutions (the "Ordinary Resolutions"), and
- (ii) resolution 2 below is passed as a special resolution (the "Special Resolution")

The Ordinary Resolutions may be passed by members representing a simple majority of the total voting rights of eligible members and the Special Resolution may be passed by members representing not less than 75% of the voting rights of eligible members.

ORDINARY RESOLUTIONS

- 1 THAT Ernst & Young LLP be appointed as the Company's auditors to hold office from the conclusion of this meeting until the conclusion of the next meeting at which accounts are laid before the Company
2. THAT the directors be authorised to agree the remuneration of the auditors.

SPECIAL RESOLUTION

- 1 THAT the name of the Company be changed to "Western Power Distribution (West Midlands) plc".

AGREEMENT

Please read the notes accompanying this document before signifying your agreement to the resolutions.

The undersigned being the sole eligible member of the Company entitled to vote on the above resolutions on 1 April 2011 hereby irrevocably agrees to the resolutions:

Sally A Jones

for and on behalf of
Central Networks Limited

Date 1 April 2011

NOTES

1. You can choose to agree to all of the resolutions or none of them but you cannot agree to only some of the resolutions. If you agree to all of the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company in hard copy or electronic form.
2. If you do not agree to the resolutions you do not need to do anything; you will not be deemed to agree if you fail to reply.
3. Your agreement to the resolutions, once indicated, may not be revoked. If sufficient agreement has not been received by the date 28 days from the Circulation Date (as stated above) for the resolutions to pass then they will lapse.
4. If you are signing this document on behalf of a member of the Company under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document.
5. A copy of these resolutions has been sent to the auditors.

The above resolutions were passed as written resolutions pursuant to Chapter 2 of Part 13 of the Companies Act 2006 on 1 April 2011, the signatory being duly authorised to sign the written resolutions on behalf of the sole member of the Company.

Sally A Jones
.....

~~{Chairman}~~ ~~{Secretary}~~ ~~{Director}~~



FILE COPY

**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3600574

The Registrar of Companies for England and Wales hereby certifies that
under the Companies Act 2006:

CENTRAL NETWORKS WEST PLC

a company incorporated as public limited by shares; having its registered
office situated in England/Wales; has changed its name to:

WESTERN POWER DISTRIBUTION (WEST MIDLANDS) PLC

Given at Companies House on **1st April 2011**



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES