

Company No: 3784523

**THE COMPANIES ACT 1985**

**PRIVATE UNLIMITED COMPANY**

**RESOLUTIONS in writing**

**of**

**National Grid (US) Investments 2**

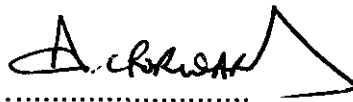
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**Passed on 10<sup>th</sup> May 2002**

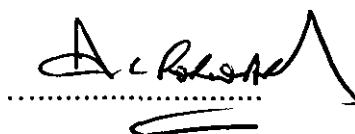
The following Resolutions in writing are hereby passed on the above date, pursuant to the Company's Articles of Association, by the members of the Company as Elective Resolutions:-

**ELECTIVE RESOLUTIONS**

1. THAT pursuant to Section 366A of the Companies Act 1985, the Company hereby elects to dispense with the holding of Annual General Meetings in 2002 and subsequent years until this election is revoked.
2. THAT pursuant to Section 252 of the Companies Act 1985, the Company hereby elects to dispense with the laying of reports and accounts before the Company in General Meeting.
3. THAT pursuant to Section 386 of the Companies Act 1985, the Company hereby elects to dispense with the obligation to appoint auditors annually.



**Secretary  
For National Grid (US) Holdings Limited**



**Secretary  
For National Grid Nominees Limited**

