

Registered Number: 4341097

**THE COMPANIES ACTS  
NATIONAL GRID TEN LIMITED  
(the "Company")  
PRIVATE COMPANY LIMITED BY SHARES**

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**RESOLUTIONS IN WRITING**

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In accordance with Regulation 53 of Table A in the Schedule to the Companies (Table A to F) Regulations 1985 (as amended) as incorporated in the Company's Articles of Association, we, all of the members of the Company who would, at the date of these resolutions have been entitled to vote upon them if they had been proposed at a general meeting at which we were present, **HEREBY RESOLVE** in writing as follows:

**SPECIAL RESOLUTIONS**

1. THAT the document attached hereto (for the purpose of identification marked "A") be approved and adopted as the memorandum of association of the Company in substitution for and to the exclusion of the existing memorandum of association of the Company;
2. THAT the regulations contained in the document attached hereto (for the purpose of identification marked "B") be approved and adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company; and
3. THAT, with the consent of the Registrar of Companies, the name of the Company be changed to National Grid Ten.

**Dated: 4 February 2002**

*Rene B Smit*

As authorised representative for and  
on behalf of **National Grid Holdings  
Inc.**

*Rene B Smit*

As authorised representative for and  
on behalf of **NGG (Delaware) LLC**

*[Signature]*

As authorised representative for and  
on behalf of **National Grid Group plc**

