

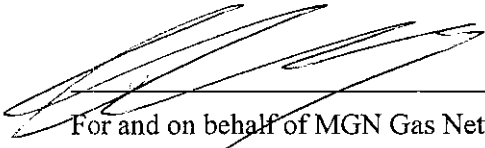
MGN GAS NETWORKS (JUNIOR FINANCE) LIMITED

(the "Company")

Registered Number : 5149491

Special resolution passed as a written resolution of the sole member of the Company in lieu of a general meeting passed on 9 December 2004 pursuant to regulation 53 of Table A which forms part of the Company's Articles of Association.

We, the undersigned, being the sole member of the Company entitled to attend and vote, hereby **RESOLVE THAT** article 4.2 of the Company's Articles of Association is deleted from such Articles with effect from the date of this resolution.



For and on behalf of MGN Gas Networks (UK) Limited
(Authorised Signatory)

