

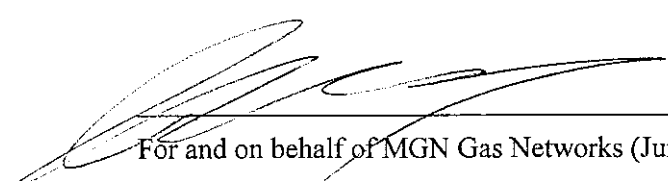
**MGN GAS NETWORKS (SENIOR FINANCE) LIMITED**

**(the "Company")**

**Registered Number : 5149493**

**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 (Junior Finance) Limited  
(Authorised Signatory)

