

THE COMPANIES (NORTHERN IRELAND) ORDER 1986

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

PREMIER TRANSCO LIMITED

REGISTERED
- 9 MAR 1992

1. The Company's name is "PREMIER TRANSCO LIMITED".
2. The Company's registered office is to be situate in Northern Ireland.
3. The Company's objects are:-
 - 3.1 To carry on all or any of the businesses of suppliers, distributors, storers, carriers, importers and exporters of, and dealers in natural and other gases and any products derived from or connected with any of these activities.
 - 3.2 To plan, locate, design, establish, build, construct, equip, operate, make, use, administer, manage and maintain, improve, enlarge, alter, repair, replace and remove, and carry out works in respect of, any station, sub-station, transformer station, pumping station, building, plant, equipment, main works and any facilities ancillary to the operation or use of the station.
 - 3.3 To construct, lay, place, operate, use, inspect, maintain, improve, enlarge, alter, protect, repair, replace and remove, and to carry on works in respect of, pipes, lines, plant and equipment and facilities ancillary to the operation or use of a transmission network or distribution network, and to acquire, operate and maintain the consents, authorisations, wayleaves, easements and other rights capable or possibly capable of facilitating the aforesaid.
 - 3.4 To acquire (whether by purchase, lease, concession, grant, hire, or otherwise), establish, develop, exploit, operate and maintain land, airspace, foreshore, licences, consents or authorisations, concessions, and rights and interests of all descriptions in or relating to the same, which may seem to the Company capable or possibly capable of facilitating the supply,

distribution, transmission, storing, carrying, import and export of, or dealing in, natural and other gases and any products derived from or connected with any of these activities, or of affording a supply of natural or other gas.

- 3.5 To instal in any premises or place and to operate, use, inspect, maintain, repair, replace and remove meters or other devices for assessing the quantity and/or quality of supplies of gas and for other purposes connected with such supplies.
- 3.6 To do anything that a gas distributor, supplier or transmitter is empowered or required to do under or by virtue of, or under licence granted under, any enactment.
- 3.7 To plan, locate, establish, build, construct, equip, operate, make, use, administer, manage and maintain, replace, improve, alter, repair and refurbish, and carry out works in respect of, all assets employed on any gas transmission system and on any distribution or supply system, all facilities, including loading and storage facilities (including enrichment facilities and waste-storage underground and offshore storage facilities), buildings (including those which are part of combined heat and power schemes), shops and showrooms, offices, factories, works, warehouses, plants, platforms, depots, distribution stations and sub-stations, pumping stations, compressor stations, laboratories, research stations, wharves, jetties, terminals, transport facilities, canals, roads, railways, tunnels, airports and structures of all kinds, whether for the purposes of the Company or for sale or hire to, or in return for any consideration from, any person, and to purchase or otherwise acquire, lease, charter, and take or let on hire any of the same, and to contribute to, or assist in, or carry out any part of, any operation in respect of the same.
- 3.8 To carry on all or any of the businesses of suppliers, distributors, designers, developers, manufacturers, installers, fitters, repairers, maintainers, importers and exporters of, and dealers in, gas appliances, household equipment and fittings, plant and machinery, and all kinds of goods, equipment, fittings, machinery, materials and installations connected with the transmission, supply, and use of gas for domestic, industrial, commercial or other purposes, or with the conservation of gas.
- 3.9 To carry on all or any businesses of inspectors, maintainers, repairers, reconditioners, servicers, coaters, designers, developers, manufacturers, constructors, installers, layers, fitters, hirers, letters on hire, suppliers, distributors, importers and exporters of, and dealers in, station, sub-station and station plant and equipment, transmission lines and cables, distribution lines and cables, pipes and pipelines, equipment ancillary to the operation and use of stations, transmission and distribution lines and cables, pipes, pipelines and any other conducting media, pylons, platforms, tunnels, and facilities of all kinds, tools and machinery, technical, engineering and other equipment, plant, components, accessories and supplies of every description.

- 3.10 To carry on all or any of the businesses of consultants, advisers and suppliers of management, personnel, and training services, whether generally or in respect of one or more of the types of business or activity which the Company or its subsidiaries has power to carry on, and to provide training and educational courses, instruction and materials, of every description for employees of the Company or its subsidiaries for other persons.
- 3.11 To carry on all or any of the businesses of, and provide services associated with, engineers (including without limitation, electrical, gas, petroleum, environmental, drilling, construction, mechanical, heating, ventilation, civil, nuclear, chemical, telecommunications, computer and data information engineers), environmental biologists, physicists (including without limitation nuclear and health physicists), chemists, physicians and specialists in medicine, mechanics, technicians, geologists, funeral undertakers, operators of crematoria, draftsmen, designers, surveyors, architects, builders, painters and decorators.
- 3.12 To carry on all or any of the businesses of wholesalers, retailers and traders, whether generally or in relation to particular goods or commodities, advertisers, advertising agents, sales promoters, public relations agents and marketing agents.
- 3.13 To carry on all or any of the businesses of bankers, financiers, factors, debt collectors, dealers in securities, underwriters, insurers, brokers of any kind, persons carrying on investment business under the Financial Services Act 1986, developers of and dealers in property, storage contractors, freight contractors, carriers by land, water and air of freight and passengers, forwarding agents, shipping agents and agents of any other kind.
- 3.14 To carry on all or any of the businesses of running, operating, managing or co-operating in projects or works designed to restore, preserve, improve and protect the environment.
- 3.15 To carry on all or any of the businesses of running, operating, managing, supplying and dealing in telecommunication systems, systems of other kinds for the conveyance by any means of sounds, visual images and signals, and services, facilities and equipment ancillary to, or for use in connection with, such systems.
- 3.16 To carry on all or any businesses of running, operating, managing, supplying and dealing in data processing and information retrieval systems, computers, computer programs and software, computer bureaux, databases and services, facilities and equipment ancillary to, or for use in connection with the same.

- 3.17 To carry on all or any of the businesses of suppliers, distributors, manufacturers, producers, processors, importers and exporters of, and dealers in, chemicals, pharmaceuticals, fertilisers and foodstuffs.
- 3.18 To carry on business as inventors, researchers and developers, to conduct, promote and commission research and development in connection with the activities of the Company and its subsidiaries, to establish and maintain research stations, laboratories, workshops, testing and proving grounds, facilities, establishments and installations and to exploit and turn to account the results of any research and development carried out by or for it.
- 3.19 To invent, design, develop, construct, manufacture, produce, erect, assemble, test, alter, instal, maintain, repair, renovate, refurbish, recondition, utilise, operate, manage, purchase, sell, hire, hire out, import, export, supply and otherwise deal in all kinds of equipment, apparatus, plant, machinery, appliances, articles, furniture, things, accessories, components, fittings, tools, materials, substances, products, systems, computer, computer programs and software which are required or are likely to be required by the Company for the purposes of, or in connection with, any of its businesses, or by other persons, or which in the opinion of the Company may be conveniently or advantageously dealt with by the Company in connection or association with any of its objects or the objects of any of its subsidiaries.
- 3.20 To purchase, charter, lease, take or let on hire, operate, use, employ or turn to account, build, equip, service, repair, maintain, supply and deal in tankers and other ships and vessels and craft of every description (including, without limitation, submersible craft), hovercraft, motor vehicles, aircraft, airships, railway locomotives, wagons, trucks and any means of transport and parts and accessories of all kinds for any of the same.
- 3.21 To carry on any or all of the businesses of acquiring, disposing of, and trading or dealing in, financial instruments and contracts of any kind and (without limitation) to enter into arrangements of any kind for or in connection with the sale or supply of electricity or other forms of energy or any other products, goods or services of the Company or otherwise and to make and enter into any pricing or financial arrangements.
- 3.22 To establish, acquire, produce, transit, broadcast, publish, print and reproduce in any form whatsoever (including, without prejudice to the generality of the foregoing, visual or audible form and forms capable of being used by, in or in connection with, computers), and to buy, sell, supply and otherwise deal in brochures, manuals, journals, periodicals, magazines, newspapers, books, pictures, photographs, stationery and other documents, sound and visual recordings, tapes, films, and programmes for radio, television, cinema and other means of communication.

- 3.23 To make, develop, purchase or otherwise acquire (whether alone or otherwise howsoever) any patents, patent rights, inventions, processes, designs (whether registered or not), copyrights, topography rights, trade marks or service marks (whether registered or not), commercial names and designations, know-how, formulae, licences, grants, concessions and the like (and any interest in any of them) or any exclusive or non-exclusive or limited right to use, or any secret or other information as to, any of them and to apply for and take out protection or additional protection therefor and (whether alone or otherwise howsoever) to hold, use, exercise, develop, transfer or grant licences in respect of, or otherwise turn to account or deal with, the property, rights, title or interest in any of them.
- 3.24 To apply for and promote any Bill and to apply for, promote and obtain any Act of Parliament, charter, privilege, concession, licence, or authorisation of any government, state, municipality, department or other authority for enabling the Company to carry any of its objects into effect or for extending any of the Company's powers or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any Bill or Act, charter, privilege, licence, concession or authorisation, actions, steps, proceedings or applications which may seem calculated directly or indirectly to prejudice the interests of the Company or of its members.
- 3.25 To enter into any arrangement with any governments or authorities (national, municipal, local, international, or otherwise), or any corporations, companies, or persons that may seem conducive to the Company's objects or any of them, and to obtain from any such government, authority, corporation, company or person any charters, contracts, decrees, rights, privileges and concessions which the Company may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.
- 3.26 To carry on any other business or activity of any nature whatsoever which may seem to the Directors to be capable of being conveniently or advantageously carried on in connection or conjunction with any business of the Company hereinbefore or hereinafter authorised or to be expedient with a view directly or indirectly to enhancing the value of or to rendering profitable or more profitable any of the Company's assets or utilising its skills, know-how or expertise.
- 3.27 To subscribe, underwrite, purchase, or otherwise acquire, and to hold, dispose of, and deal with, any shares or other securities or investments of any nature whatsoever, and any options or rights in respect thereof or interests therein, and to buy and sell foreign exchange.

- 3.28 To draw, make, accept, endorse, discount, negotiate, execute, and issue, and to buy, sell and deal with bills of exchange, promissory notes, and other negotiable or transferable instruments or securities.
- 3.29 To purchase, or otherwise acquire for any estate or interest any property (real or personal) or assets or any concessions, licences, grants, patents, trade marks, copyrights or other exclusive or non-exclusive rights of any kind and to hold, develop and turn to account and deal with the same in such manner as may be thought fit and to make experiments and tests and to carry on all kinds of research work.
- 3.30 To build, construct, alter, remove, replace, equip, execute, carry out, improve, work, develop, administer, maintain, manage or control buildings, structures or facilities of all kinds, whether for the purposes of the Company or for sale, letting or hire to or in return for any consideration from any company, firm or person, and to contribute to or assist in or carry out any part of any such operation.
- 3.31 To amalgamate or enter into partnership or any joint venture or profit/loss-sharing arrangement or other association with any company, firm, person or body.
- 3.32 To purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any company, firm, person or body carrying on any business which the Company is authorised to carry on or possessed of any property suitable for the purposes of the Company.
- 3.33 To promote, or join in the promotion of, any company, whether or not having objects similar to those of the Company.
- 3.34 To establish any fund or trust, the funds of which may be used for investment or development or for the support of any business venture whatsoever, whether or not with the same objects as the Company, or for any other purpose that the Directors decide.
- 3.35 To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages and charges upon all or any part of the undertaking, property and assets (present and future) and the uncalled capital of the Company, or by the creation and issue of debentures, debenture stock or other securities of any description.
- 3.36 To advance, lend or deposit money or give credit to or with any company, firm or person on such terms as may be thought fit and with or without security.

- 3.37 To guarantee or give indemnities or provide security, whether by personal covenant or by mortgage or charge upon all or any part of the undertaking, property and assets (present and future) and the uncalled capital of the Company, or by all or any such methods, for the performance of any contracts or obligations, and the payment of capital or principal (together with any premium) and dividends or interest on any shares, debentures or other securities, of any person, firm or company including (without limiting the generality of the foregoing) any company which is for the time being a holding company of the Company or another subsidiary of any such holding company or is associated with the Company in business.
- 3.38 To issue any securities which the Company has power to issue for any other purpose by way of security or indemnity or in satisfaction of any liability undertaken or agreed to be undertaken by the Company.
- 3.39 To sell, lease, grant licences, easements and other rights over, and in any other manner deal with or dispose of, the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit, and in particular for shares or other securities, whether fully or partly paid up.
- 3.40 To procure the registration, recognition or incorporation of the Company in or under the laws of any territory outside Northern Ireland.
- 3.41 To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any purpose which may be considered likely directly or indirectly to further the interests of the Company or of its members.
- 3.42 To establish and maintain or contribute to any pension or superannuation funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to, any individuals who are or were at any time in the employment or service of the Company or of any company which is its holding company or is a subsidiary of the Company or any such holding company or otherwise is allied to or associated with the Company or any of the predecessors of the Company or any other such company as aforesaid, or who are or were at any time directors or officers of the Company or of any such other company, and the wives, widows, families and dependants of any such individuals; to establish and subsidise or subscribe to any institutions, associations, clubs or funds which may be considered likely to benefit any such persons or to further the interests of the Company or of any such other company; and to make payments for or towards the insurance of any such persons.

3.43 To establish and maintain, and to contribute to, any scheme for encouraging or facilitating the holding of shares or debentures in the Company by or for the benefit of its employees or former employees, or those of its subsidiary or holding company or subsidiary of its holding company, or by or for the benefit of such other persons as may for the time being be permitted by law, or any scheme for sharing profits with its employees or those of its subsidiary and/or associated companies, and (so far as for the time being permitted by law) to lend money to employees of the Company or of any Company which is its holding Company or is a subsidiary of the Company or any such holding Company or otherwise is allied to or associated with the Company with a view to enabling them to acquire shares in the Company or its holding company.

3.44 (i) To purchase and maintain insurance for or for the benefit of any persons who are or were at any time directors, officers or employees or auditors of the Company, or of any other company which is its holding company or in which the Company or such holding company or any of the predecessors of the Company or of such holding company has any interest whether direct or indirect or which is in any way allied to or associated with the Company, or of any subsidiary undertaking of the Company or of any such other company, or who are or were at any time trustees of any pension fund in which any employees of the Company or of any such other company or subsidiary undertaking are interested, including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or in the exercise or purported exercise of their powers and/or otherwise in relation to the Company or any such other company, subsidiary undertaking or pension fund, and

(ii) to such extent as may be permitted by law otherwise to indemnify or to exempt any such person against or from any such liability; for the purposes of this clause "holding company" and "subsidiary undertaking" shall have the same meanings as in the Companies (Northern Ireland) Order 1986 as amended by the Companies (No. 2) (Northern Ireland) Order 1990.

3.45 To distribute among members of the Company in specie or otherwise, by way of dividend or bonus or by way of reduction of capital, all or any of the property or assets of the Company, or any proceeds of sale or other disposal of any property or assets of the Company, with and subject to any incident authorised and consent required by law.

3.46 To do all or any of the things and matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents, subsidiary companies or otherwise, and either alone or in conjunction with others.


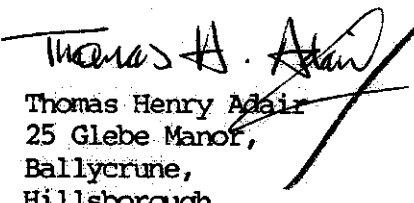
3.47 To do all such other things as may be considered to be incidental or conducive to any of the above objects.

And it is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this Clause (except only if and so far as otherwise expressly provided in any paragraph) shall be separate and distinct objects of the Company and shall not be in any way limited by reference to any other paragraph or the order in which the same occur or the name of the Company.

4. The liability of the members is limited. ✓


5. The Company's share capital is £100 divided into shares of £1 each. ✓

We, the Subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum: and we agree to take the number of Shares shown opposite our respective names.

NAMES AND ADDRESSES AND DESCRIPTION OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER
 Michael Cameron Johnston 30 Dellmont Drive, Bangor, Co. Down BT20 4UB Solicitor	ONE
 Thomas Henry Adair 25 Glebe Manor, Ballycrune, Hillsborough BT26 6NS Solicitor	ONE
TOTAL NUMBERS OF SHARES	TWO

Dated this 4th day of March 1992

WITNESS to the above signatures:-


W. Stanley Hill

Solicitor,

Belfast