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THE COMPANIES (NORTHERN IRELAND) ORDER 1986
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS

of

PREMIER TRANSMISSION LIMITED (the "Company")

(Registered in Northern Ireland under company number NI26421)



dated 18 March 2005

We, the undersigned, being all the members of the Company entitled to attend and vote at a general meeting of the Company, pass the following resolution as a written resolution to have effect as if passed as a special resolution at a general meeting of the Company pursuant to regulation 53 Table A to The Companies (Northern Ireland) Order 1986 (as amended) and hereby consent to the matters referred to therein:-

Special Resolutions

1 Alteration of objects

the provisions of the Memorandum of Association of the Company with respect to its objects be and are hereby altered by inserting after paragraph 3.4 of Clause 3 of such Memorandum the following new paragraphs:-

"3.5 To make social enhancement funds available to members of the group of which it is part and to other persons for the purpose of undertaking any social enhancement project that promotes, facilitates or is conducive to the development and maintenance of an efficient, economic and co-ordinated gas industry in Northern Ireland."

"3.6 To enter into any guarantee, bond, contract of indemnity or suretyship and otherwise give security or become responsible for the performance of any obligations or the discharge of any liabilities by any person or company in any manner on any terms and for any purposes whatsoever, whether with or without the Company receiving any consideration or advantage and whether or not in furtherance of the attainment of any other object of the Company and in particular (without derogation from the generality of the foregoing) to guarantee, support or secure, by personal covenant or by mortgaging or charging all or any part of the undertaking, real or personal property, assets and revenues (present and future) and uncalled capital of the Company (or by both such methods) or in any other manner whatsoever, the payment or repayment of any moneys secured by, or payable under or in respect of, any debts, obligations or securities whatsoever and the discharge of any liabilities whatsoever, including not limited to those of any company which is for the

time being a holding company, subsidiary or wholly owned subsidiary (as defined in Article 4, Part 1 of the Companies (NI) Order 1986 SI (as amended by Article 62 Part IV of the Companies (No 2) (NI) Order 1990)) of the Company or another subsidiary of the Company's holding Company or is otherwise associated with the Company in business anywhere in the world."

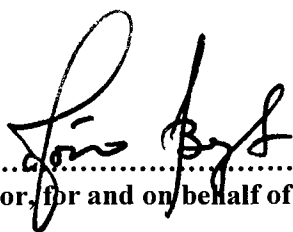
"3.7 To give any financial assistance that may lawfully be given in connection with the acquisition of shares in the Company or any other company."

and by renumbering the subsequent paragraphs accordingly;

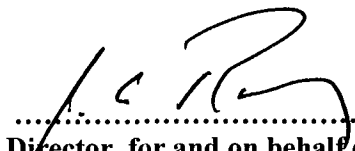
and by substituting the words "Financial Services and Markets Act 2000" for the words "Financial Services Act 1986" in new paragraph 3.16 of Clause 3 of the Memorandum.

2 Adoption of New Articles

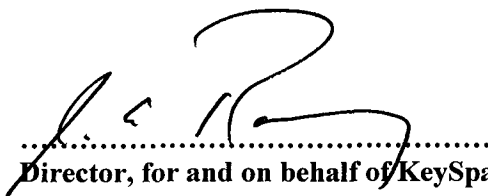
the regulations contained in the document attached hereto and for the purposes of identification signed by the Chairman as relative to this paragraph of this Resolution be and are hereby approved and adopted as the new Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company.



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Director, for and on behalf of BG Energy Holdings Limited



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Director, for and on behalf of KeySpan CI Limited



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Director, for and on behalf of KeySpan (UK) Limited