DEESIDE POWER DEVELOPMENT COMPANY LIMITED

Company No.: 2462479

SPECIAL RESOLUTION

The following written resolution was passed on 30 January 1997:

Pursuant to the authority given by the Company's Articles of Association, We, the

undersigned, being all the members of the Company who at this date are entitled

to attend and vote at an Annual General Meeting of the Company, hereby

RESOLVE:

THAT in accordance with Section 250 of the Companies Act 1985, the Company

being dormant within the meaning of the said Section, the Company shall be

exempt from the provisions of the Part VII of the Companies Act 1985 relating to

the audit of accounts and from the obligation to appoint auditors.

S D Morgan

Company Secretary