

Registered Number 2630510

NATIONAL GRID PROPERTIES LIMITED

WRITTEN RESOLUTIONS OF THE SOLE MEMBER

Pursuant to Regulation 53 of Table A of the Companies Act 1985 (being incorporated as part of the Articles of Association of the Company), the undersigned, being the sole member of the Company, HEREBY RESOLVES that the following resolutions shall have effect as an Ordinary Resolution and as a Special Resolution respectively:

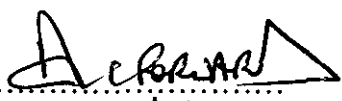
ORDINARY RESOLUTION

1. That the authorised share capital of the Company be and is hereby increased from £100 to £100 million, by the creation of 99,999,900 ordinary shares of £1 each, such shares having the rights and being subject to the restrictions set out in the Articles of Association of the Company

SPECIAL RESOLUTION

2. That the new Memorandum of Association enclosed at 'Annex A' to this resolution (and signed, on behalf of the sole member, for identification), be approved and adopted with immediate effect as the Memorandum of Association of the Company in substitution for and to the exclusion of the existing Memorandum of Association of the Company.

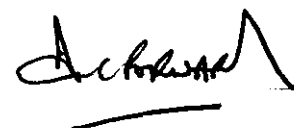
Dated 23rd January 2002


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Secretary

for and on behalf of

National Grid Holdings Limited





No 2630510

The Companies Acts 1985 and 1989
Private Company Limited By Shares
MEMORANDUM OF ASSOCIATION
Of

National Grid Properties Limited

Incorporated the 18th July 1991

(new Memorandum adopted by Special Resolution of 23rd January 2002)

- 1 The Company's name is National Grid Properties Limited.
- 2 The registered office of the Company will be situated in England and Wales.
- 3 The objects for which the Company is established are:
 - 3.1 to carry on business as a general commercial company and to carry on the business and trade of a property developer and commercial landlord, all or any of the businesses of general merchants and traders, manufacturers, assemblers, distributors, importers, exporters, merchants, factors and shippers of and wholesale and retail dealers in goods, wares, produce, products, commodities, fancy goods, handicrafts, and merchandise of every description, to act as agents for and to enter into agreements and arrangements of all kinds on behalf of such persons, firms or companies as may be thought expedient, and to negotiate assign and mortgage or pledge for cash or otherwise, any such agreements and the payments due thereunder and any property the subject thereof, to carry on all or any of the businesses of mail order specialists, credit and discount traders, cash and carry traders, manufacturers' agents, commission and general agents, brokers, factors, warehousemen, and agents in respect of raw and manufactured goods, of all kinds, and general railway, shipping and forwarding agents and transport contractors; to create, establish, build up, and maintain an organisation for the marketing, selling, retailing, servicing, advertisement, distribution or introduction of the products, merchandise, goods, wares, and commodities dealt in or services rendered by any persons, firms or companies, and to participate in, undertake, perform, and carry out all kinds of commercial, trading and financial operations and all or any of the operations ordinarily performed by import, export and general merchants, factors, shippers, agents, traders, distributors, capitalists, and financiers, either on the Company's own account or otherwise, to open and establish shops, stalls, stores, markets and depots for the sale, collection and distribution of the goods dealt in by the Company;
 - 3.2 To carry on any other business which may in the opinion of the Board of Directors to be advantageously carried on by the Company.

- 3.3 To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, license, accept surrender of, and otherwise acquire to deal with any freehold, leasehold or other property, chattels and effects; and to erect, pull down, repair, alter, develop, or otherwise deal with any building or buildings and adapt the same for the purposes of the Company's business.
- 3.4 To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company, and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.
- 3.5 To apply for, purchase or otherwise acquire any patents, licences or concessions which may be capable of being dealt with by the Company, or be deemed to benefit the Company and to grant rights thereout.
- 3.6 To sell, let, licence, develop or otherwise deal with the undertaking, or all or any part of the property or assets of the Company, upon such terms as the Company may approve, with power to accept shares, debentures or securities of, or interests in, any other company.
- 3.7 To invest and deal with the moneys of the Company not immediately required for the purposes of the Company in or upon such securities and subject to such conditions as may seem expedient.
- 3.8 To lend money to such persons, upon such terms and with or without security and subject to such conditions as may seem desirable.
- 3.9 To guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, moneys or shares or the performance of contracts or engagements of any other company or person (including but without prejudice to the generality of the foregoing) the holding company of the Company or any company which is a subsidiary of such holding company within, in each case, the meaning of Section 736 and Section 736(A) of the Companies Act 1985 (the "Act") as amended by the Companies Act 1989, and to give indemnities and guarantees of all kinds and to enter into partnership or any joint venture or arrangement with any person, persons, firm or company.
- 3.10 To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, charged upon all or any or the Company's property, both present and future, including its uncalled capital, and to re-issue any debentures at any time paid off.
- 3.11 To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures, warrants and other negotiable documents.

- 3.12 To purchase, subscribe for, or otherwise acquire and hold shares, stocks or other interests in, or obligations of, any other company or corporation.
- 3.13 To remunerate any person or company for services rendered or to be rendered in placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.
- 3.14 To pay out of the funds of the Company all costs and expenses of or incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission.
- 3.15 To promote, or aid in the promotion of, any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of this Company, or for any other purpose which may seem directly or indirectly calculated to advance the interests of this Company.
- 3.16 To establish and support and aid in the establishment and support of funds or trusts calculated to benefit employees or ex-employees of the Company (including any Director holding a salaried office or employment in the Company) or the dependents or connections of such persons and to grant pensions and allowances to any such persons.
- 3.17 To remunerate the Directors of the Company in any matter the Company may think fit and to pay or provide pensions for, or make payments to, or for the benefit of, Directors and ex-Directors of the Company or their dependents or connections.
- 3.18 To distribute any property of the Company in specie among the Members.
- 3.19 To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

It is declared that the foregoing sub-clauses shall be construed independently of each other and none of the objects therein mentioned shall be deemed to be merely subsidiary to the objects contained in any other sub-clause.

- 4. The liability of the Members is limited.
- 5. The Share Capital of the Company is £100 million; divided into 100 million shares of £1 each with power to increase or to divide the shares in the capital for the time being, into different classes having such rights, privileges and advantages as to voting and otherwise as the Articles of Association may from time to time prescribe.