

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2678223

The Registrar of Companies for England and Wales hereby certifies that

NGC LEASING LIMITED

having by special resolution changed its name, is now incorporated
under the name of

NG LEASING LIMITED

Given at Companies House, London, the 6th February 2006



C026782235



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

C/c

No. Of Company: 2678223



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTION IN WRITING

OF

NGC Leasing Limited

The following Resolution in writing is hereby passed on 6th February 2006, pursuant to the Company's Articles of Association, by the members of the Company as a Special Resolution of the Company:-

THAT, with the consent of The Registrar of Companies, the name of the Company be changed to '**NG Leasing Limited**'.

(D C Forward, Assistant Secretary)
Representing
National Grid Electricity Transmission plc

(H A Richardson, Director)
Representing
NG Nominees Limited

