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SOUTHERN AND PHILLIPS GAS LIMITED

MEMBERS RESOLUTION(S) PURSUANT TO SECTION 381A, COMPANIES ACT, 1985

Pursuant to Section 381A of the Companies Act 1985 ("the Act"), we, the undermentioned, being all the members of Southern And Phillips Gas Limited who at the date of this resolution are entitled to attend and vote at a general meeting of the Company, hereby resolve as an ELECTIVE RESOLUTION in accordance with Section 379A of the Act:-

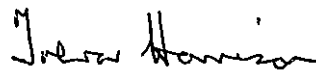
THAT, the Company hereby elects:

- (i) pursuant to Section 252 of the Act, to dispense with the laying of accounts before the Company in general meeting; and
- (ii) pursuant to Section 366A of the Act, to dispense with the holding of annual general meetings; and
- (iii) pursuant to Section 386 of the Act, to dispense with the obligation to appoint auditors annually.

Dated this Fourteenth day of February, 1995



Representative
Southern Electric Power
Generation Limited



Representative
Phillips Petroleum Company
United Kingdom Limited

