

Company Number: 3041643

Thames Valley Power Limited

Written Resolution of Members of the Company

Pursuant to Section 381A of the Companies Act 1985 we the undersigned, being all the members of the Company who at the date of this resolution are entitled to attend and vote at a general meeting of the Company, hereby resolve:

Ordinary Resolutions:

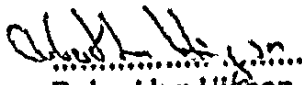
1. THAT the report of the directors and audited accounts, together with the audited report thereon, for the year ended 31 December 1998 be and are hereby received and adopted;
2. THAT the auditors PricewaterhouseCoopers be re-elected;
3. THAT Mr A Norman be and is hereby re-elected as a director having been appointed since the last general meeting;
4. THAT the directors be authorised to fix the remuneration of the auditors

Elective Resolutions:

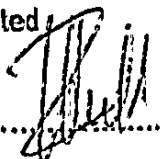
1. THAT pursuant to Section 252 of the Companies Act 1985 ("the Act") to dispense with the laying of accounts and reports before the company in general meeting;
2. THAT pursuant to Section 388A of the Act, to dispense with the holding of annual general meetings;
3. THAT pursuant to Section 388 of the Act, to dispense with the obligation to appoint auditors annually;
4. THAT pursuant to Sections 369(4) and 378(3) of the Act, that the provision of those Sections shall have effect in relation to the Company as if for the reference to 95 per cent in those provisions there were substituted references to 90 per cent.

Dated: 26 July 1999

Signed: For and on behalf of
The London Power
Company Limited


Robert Ian Higson
Company Secretary

For and on behalf of
ATCO Power Generation
Limited


[.....]
Authorised Signatory

