

Company No. 3232826

NORTHMERE LIMITED

(the Company)

WRITTEN MEMBERS' RESOLUTION

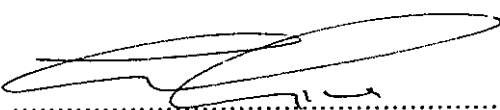
In accordance with Section 381A of the Companies Act 1985, **WE the undersigned**, being all of the members of the Company who at the date of this resolution would be entitled to attend and vote at a general meeting of the Company, **AGREE** that the following resolutions shall have effect as if passed by the Company in general meeting and accordingly **WE RESOLVE**:

SPECIAL RESOLUTION

1. **THAT** the regulations (in the form of the print produced to the meeting marked "A" and initialled for identification purposes by the chairman of the meeting) be adopted with immediate effect as the new memorandum of association of the Company to replace in their entirety the existing memorandum of association of the Company

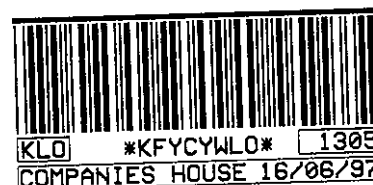
SPECIAL RESOLUTION

2. **THAT** the regulations (in the form of the print produced to the meeting marked "B" and initialled for identification purposes by the chairman of the meeting) be adopted with immediate effect as the new articles of association of the Company to replace in their entirety the existing articles of association of the Company.


Signed: G. V. GILES

NORTHERN ELECTRIC PLC
For:

2/6/97
Dated:



Company No. 3232826

NORTHMERE LIMITED

(the *Company*)

WRITTEN MEMBERS' RESOLUTION

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2. **THAT** the regulations (in the form of the print produced to the meeting marked "B" and initialled for identification purposes by the chairman of the meeting) be adopted with immediate effect as the new articles of association of the Company to replace in their entirety the existing articles of association of the Company.

None BSM
Signed:

The National Grid Company plc
For:

8 April 1997
Dated:

Company No. 3232826

NORTHMERE LIMITED

(the *Company*)

WRITTEN MEMBERS' RESOLUTION

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Signed:

J R Tetlow
12 May 1997.

For:

Northmere PLC.

Dated:

Company No. 3232826

NORTHMERE LIMITED

(the *Company*)

WRITTEN MEMBERS' RESOLUTION


In accordance with Section 381A of the Companies Act 1985, **WE the undersigned**, being all of the members of the Company who at the date of this resolution would be entitled to attend and vote at a general meeting of the Company, **AGREE** that the following resolutions shall have effect as if passed by the Company in general meeting and accordingly **WE RESOLVE**:

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2. **THAT** the regulations (in the form of the print produced to the meeting marked "B" and initialled for identification purposes by the chairman of the meeting) be adopted with immediate effect as the new articles of association of the Company to replace in their entirety the existing articles of association of the Company.


.....
Signed: Company Secretary

Eastern Electricity plc
.....
For:

16 April 1997.
.....
Dated:

Company No. 3232826

NORTHMERE LIMITED

(the Company)

WRITTEN MEMBERS' RESOLUTION

In accordance with Section 381A of the Companies Act 1985, **WE the undersigned**, being all of the members of the Company who at the date of this resolution would be entitled to attend and vote at a general meeting of the Company, **AGREE** that the following resolutions shall have effect as if passed by the Company in general meeting and accordingly **WE RESOLVE**:

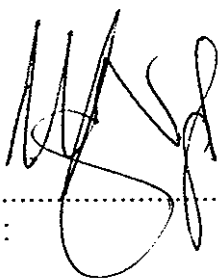
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Signed: _____



For: _____

SEABARD plc

Dated: _____

28 Feb 1997

Company No. 3232826

NORTHMERE LIMITED

(the Company)

WRITTEN MEMBERS' RESOLUTION

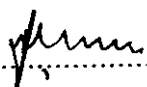
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2. **THAT** the regulations (in the form of the print produced to the meeting marked "B" and initialled for identification purposes by the chairman of the meeting) be adopted with immediate effect as the new articles of association of the Company to replace in their entirety the existing articles of association of the Company.

Signed: 

For: SCOTTISH POWER plc

Dated: 14/3/97

Company No. 3232826

NORTHMERE LIMITED

(the *Company*)

WRITTEN MEMBERS' RESOLUTION

In accordance with Section 381A of the Companies Act 1985, **WE the undersigned**, being all of the members of the Company who at the date of this resolution would be entitled to attend and vote at a general meeting of the Company, **AGREE** that the following resolutions shall have effect as if passed by the Company in general meeting and accordingly **WE RESOLVE**:

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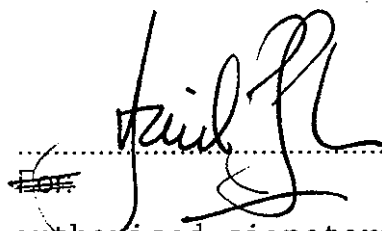
SPECIAL RESOLUTION

2. **THAT** the regulations (in the form of the print produced to the meeting marked "B" and initialled for identification purposes by the chairman of the meeting) be adopted with immediate effect as the new articles of association of the Company to replace in their entirety the existing articles of association of the Company.



Signed:

authorised signatory of
PowerGen plc



authorised signatory of
PowerGen plc

Dated: 25 March 1997.

Company No. 3232826

NORTHMERE LIMITED

(the Company)

WRITTEN MEMBERS' RESOLUTION

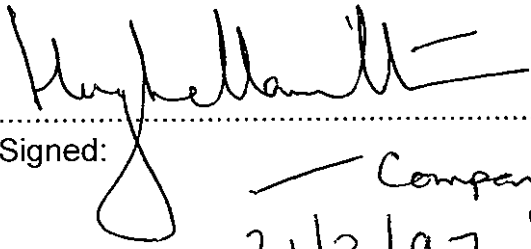
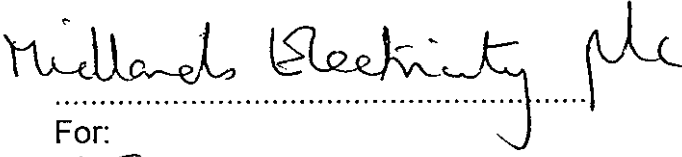
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SPECIAL RESOLUTION

2. **THAT** the regulations (in the form of the print produced to the meeting marked "B" and initialled for identification purposes by the chairman of the meeting) be adopted with immediate effect as the new articles of association of the Company to replace in their entirety the existing articles of association of the Company.

Signed:  For: 
Company Secretary
Dated: 21/3/97

Company No. 3232826

NORTHMERE LIMITED

(the *Company*)

WRITTEN MEMBERS' RESOLUTION

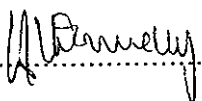
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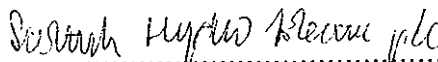
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SPECIAL RESOLUTION

2. **THAT** the regulations (in the form of the print produced to the meeting marked "B" and initialled for identification purposes by the chairman of the meeting) be adopted with immediate effect as the new articles of association of the Company to replace in their entirety the existing articles of association of the Company.

Signed: 

For: 

Dated: 28/2/97

Company No. 3232826

NORTHMERE LIMITED

(the *Company*)

WRITTEN MEMBERS' RESOLUTION

In accordance with Section 381A of the Companies Act 1985, **WE the undersigned**, being all of the members of the Company who at the date of this resolution would be entitled to attend and vote at a general meeting of the Company, **AGREE** that the following resolutions shall have effect as if passed by the Company in general meeting and accordingly **WE RESOLVE**:

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2. **THAT** the regulations (in the form of the print produced to the meeting marked "B" and initialled for identification purposes by the chairman of the meeting) be adopted with immediate effect as the new articles of association of the Company to replace in their entirety the existing articles of association of the Company.

Signed: _____

ABP [Signature]

Dated: _____

For: _____

17th March 1997.

*2 Gordon
Electricity Plc*

Company No. 3232826

NORTHMERE LIMITED

(the *Company*)

WRITTEN MEMBERS' RESOLUTION

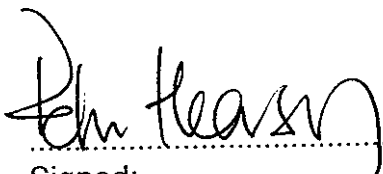
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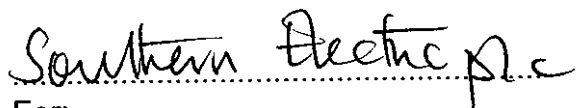
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2. **THAT** the regulations (in the form of the print produced to the meeting marked "B" and initialled for identification purposes by the chairman of the meeting) be adopted with immediate effect as the new articles of association of the Company to replace in their entirety the existing articles of association of the Company.


Signed: _____


For: _____

5 March 1997
Dated: _____

Company No. 3232826

NORTHMERE LIMITED

(the *Company*)

WRITTEN MEMBERS' RESOLUTION

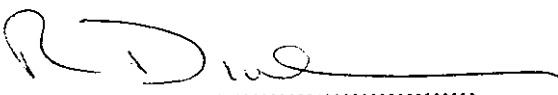
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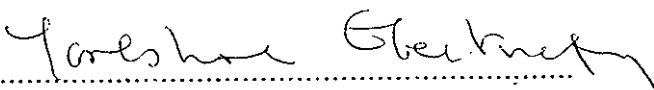
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.....
Signed:

25/2/97
.....
For: Date


.....
Dated: 25/2/97



Company No. 3232826

NORTHMERE LIMITED

(the Company)

WRITTEN MEMBERS' RESOLUTION

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Davean Wright
Signed: Company Secretary

Darren Ireland Director
For:

27.2.97
Dated:

Company No. 3232826

NORTHMERE LIMITED

(the *Company*)

WRITTEN MEMBERS' RESOLUTION

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2. **THAT** the regulations (in the form of the print produced to the meeting marked "B" and initialled for identification purposes by the chairman of the meeting) be adopted with immediate effect as the new articles of association of the Company to replace in their entirety the existing articles of association of the Company.

Signed: M. Mianon

For: NATIONAL POWER PLC

Dated: 28/2/97

Company No. 3232826

NORTHMERE LIMITED

(the *Company*)

WRITTEN MEMBERS' RESOLUTION

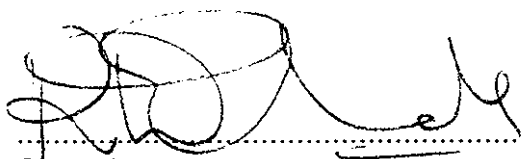
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Signed: _____

South Western Electricity plc
For: _____

20 February 1997
Dated: _____

Company No. 3232826

NORTHMERE LIMITED

(the *Company*)

WRITTEN MEMBERS' RESOLUTION


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.....
Signed: *Company Secretary*

South Wales Electricity plc
.....
For:

19 February 1997
.....
Dated:

Company No. 3232826

NORTHMERE LIMITED

(the *Company*)

WRITTEN MEMBERS' RESOLUTION


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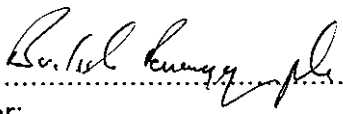
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.....
Signed:


.....
For:

15/2/97
.....
Dated: