

Company Number: 3487059

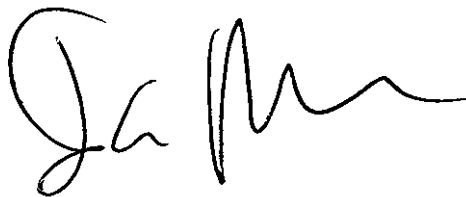
THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
RESOLUTIONS OF
SOUTHERN ELECTRIC QUEST TRUSTEE LIMITED

(Passed on 13 March 1998)

Pursuant to Section 381A of the Companies Act 1985, the following resolutions of the sole member were duly passed as Special Resolutions.

SPECIAL RESOLUTIONS

1. **THAT** the document attached to this resolution and marked "DOCUMENT A" be adopted as the new Memorandum of Association of the Company in place of the existing Memorandum of Association of the Company.
2. **THAT** the document attached to this resolution and marked "DOCUMENT B" be and are adopted as the new Articles of Association of the Company in place of the existing Articles of Association.



DIRECTOR
Southern Electric plc



No. 3487059

COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

MEMORANDUM

and

ARTICLES OF ASSOCIATION

of

SOUTHERN ELECTRIC QUEST TRUSTEE LIMITED

Incorporated on 30 December 1997

**(Memorandum of Association amended by
Special Resolution on 13 March 1998)**

No.

COMPANIES ACTS 1985 AND 1989
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
of
SOUTHERN ELECTRIC QUEST TRUSTEE LIMITED *

1. The name of the Company is "SOUTHERN ELECTRIC QUEST TRUSTEE LIMITED".
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are:**
 - 3.1 To act as trustee of and/or nominee in respect of share schemes for the purpose of encouraging or facilitating the holding of shares or debentures in any company by or for the benefit of employees or ex-employees of such company or any subsidiary or holding company of such company or subsidiary of such holding company or by or for the benefit of any wife, husband, widow, widower, child or stepchild of such employees or ex-employees or in respect of pension or superannuation schemes under declarations of trust or under a trust for the purpose of securing payments of pensions and other benefits to employees, ex-employees, directors or ex-directors or such other persons as aforesaid of any person, firm, company, society, body or authority and to undertake any duties in relation to or arising from any such trusts.
 - 3.2 To undertake the office of trustee, executor, administrator, committee manager, attorney, delegate, substitute, treasurer and any other office or situation of trust or confidence and to perform and discharge the duties and functions incidental thereto, and generally to transact all kinds of trust and agency business either gratuitously or otherwise.
 - 3.3 To act as agents and brokers and to transact and carry on all kinds of agency business in or in relation to share schemes for employees or ex-employees or their respective wives, husbands, widows, widowers, children or step-children.
 - 3.4 Generally to carry out all such operations and transactions as an individual trustee may lawfully undertake and carry out.
 - 3.5 To undertake and carry out the office of nominee, trustee, custodian trustee, executor, administrator, liquidation, receiver, committee, or attorney and any other office or situation of trust or confidence and to perform and discharge the duties and functions incidental thereto including the duties of a custodian trustee and generally to

** Amended by written resolution passed on 13 March 1998

* The Company was incorporated on 30 December 1997 as Ward Analysis Limited. Its name was changed to Southern Electric Quest Trustee Limited on 6 March 1998

undertake and transact all kinds of trust and agency business including the undertaking of all duties normally undertaken by a trust corporate, either gratuitously or otherwise and for the purpose aforesaid, to hold, deal with, manage, direct the management of, buy, sell, exchange, mortgage, charge, lease, dispose of or grant any rights or interests in, over or upon any real or personal property of any kind whatsoever and to undertake and carry on any business undertaking or transaction and in the matters and for the purposes aforesaid to act solely or jointly with any other person, company, corporation or body as the circumstances may require.

- 3.6 To do and execute all such acts and things, deeds and instruments as may be necessary to enable the Company to carry out its duties as aforesaid, and to make deposits, enter into recognisances and bonds and otherwise give security for the due execution of any such offices and functions as aforesaid.
- 3.7 To promote, and to acquire all or any of the share or loan capital of, any company whenever incorporated and engaging or proposing to engage in any activity an interest in which appears likely to be advantageous to the Company; to provide administrative, financial and other services and facilities for any company or business in which the Company is interested, or for any other persons; and to sell or dispose of the undertaking or any property or assets of the Company for such consideration as may be thought fit, including the share or loan capital or other obligations of any body corporate.
- 3.8 To carry on any other business and to do all such things which may seem to the Company capable of being conveniently carried on in the best interests of the Company, its members, customers or potential customers, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.
- 3.9 To rent, purchase or by other means acquire any freehold, leasehold or other real property for any estate or interest whatever, and any rights, licences, privileges or easements over or in respect of any such property and to develop and turn to account and deal with the same in such manner as may be thought expedient.
- 3.10 To purchase or otherwise acquire for any estate or interest any property assets or rights of any kind which may appear to be necessary or convenient for any business of the Company, and to develop and turn to account and deal with the same in such manner as may be thought expedient.
- 3.11 To build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works and machinery necessary or convenient for the Company's business; and to improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.

- 3.12 To apply for, exercise, use, register, turn to account, purchase, acquire, sell, let, grant or otherwise deal with or use any letters patent, trade marks, brevets d' invention, concessions, licences, inventions, rights, privileges or monopolies or any interest in the same.
- 3.13 To manufacture and deal in all kinds of articles and things required for the purposes of or commonly dealt in by persons engaged in any such business as aforesaid, or in connection with any such letters patent, trade marks, brevets d' invention, concessions, licences, inventions, rights or privileges as aforesaid.
- 3.14 To subscribe or guarantee money for any national, local, charitable, benevolent, public, general or useful object, or for any exhibition or for any other purpose which may be considered likely, directly or indirectly, to further the objects of the Company or the interests of its Members
- 3.15 To invest any money of the Company not for the time being required for the general purposes of the Company in such investments (other than shares in the Company) as may be thought proper, and to hold, sell or otherwise deal with such investments.
- 3.16 To amalgamate or enter into partnership or any joint purse or profit sharing arrangement, or co-operate in any way with any company, firm or person carrying on or proposing to carry on any business or operation within the objects of the Company, and to lend money to, guarantee the obligations of, or otherwise assist any such person, firm or company.
- 3.17 To borrow or raise or secure the payment of money, and for those or other purposes including in particular (but without prejudice to the generality of the foregoing), the giving of collateral security for any guarantee by the Company or for any obligation of the Company's holding company (if any) or any subsidiary of the Company or of such holding company or any company otherwise associated with the Company in business, to mortgage or charge the undertaking and all or any part of the property and rights of the Company, present or after acquired, including uncalled capital, and to create and issue redeemable debentures or debenture stock, bonds or other obligations.
- 3.18 To lend and advance money or give credit to any person, firm, company or other body and, whether or not the Company receives any consideration or advantage from doing so, to guarantee or give indemnities for (or by both such means) the payment of monies secured by or payable under or in respect of or the performance of shares, debentures, debenture stock, bonds, mortgages, charges, securities, obligations and contracts of any company, whether British, Commonwealth or foreign, or of any authority, supreme, municipal, local or otherwise, or of any person whomsoever whether corporate or unincorporate including in particular (but without prejudice to the generality of the foregoing) the Company's holding company (if any) or any subsidiary of the Company or of such holding company or any company otherwise associated with the Company in business.
- 3.19 Either with or without the Company receiving any consideration or advantage, direct or indirect, from giving any such guarantee and so as to be an independent object of the Company to guarantee or otherwise secure the performance of the obligations

including, but not limited to, the payment of capital or principal, together with any premium of and any dividend or interest on or other payment in respect of loans, credits, stocks, shares or securities or other obligations of any nature whatsoever of any person, firm or company including but not limited to any company which is for the time being the holding company or subsidiary (as defined by Section 736 of the Companies Act 1985) of the Company or of the Company's holding company or otherwise associated with the Company in business or of any company, firm or person which the directors of the Company shall think appropriate and without prejudice to the generality of the provisions of Clause 3.13 hereof relating to the creation of security to create mortgages, charges or liens upon all or any of the property or assets of the Company (both present and future) including its uncalled capital in support of such guarantees or otherwise as security for any such obligations and liabilities of others.

- 3.20 To the extent that the same is permitted by law, to give financial assistance for the purpose of the acquisition of shares in the Company or the Company's holding company for the time being (as defined by Section 736 of the Companies Act 1985) or for the purpose of such acquisition or for the purpose of discharging or reducing a liability incurred in connection with such an acquisition and to give such assistance by any means howsoever permitted by law.
- 3.21 To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable transferable or mercantile instruments or to purchase or guarantee the same.
- 3.22 To apply for, promote and obtain any Act of Parliament or other licence, permission or authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, to oppose any proceedings or applications which may seem calculated, directly or indirectly, to prejudice the Company's interests and to enter into any arrangements with any Governments or authorities, supreme, municipal, local or otherwise, or any corporations, companies or persons that may seem conducive to the attainment of the Company's objects or any of them.
- 3.23 To subscribe for, underwrite, purchase or otherwise acquire and hold, dispose of and deal in shares, stocks and securities of any company having objects similar to those of the Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit the Company.
- 3.24 To act as agents or brokers and as trustees or nominees of any person, firm or company and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors or others.
- 3.25 To remunerate pay person, firm or company rendering services to the Company, whether by cash payment or by the allotment to him or them of shares or securities of the Company credited as paid up in full or in part, or otherwise; to grant pensions or gratuities to and to establish any contributory or non contributory pension or superannuation fund for the benefit of any present or former directors, officers or

employees of the Company or the Company's holding company (if any), its predecessors in business, or any business, or any subsidiary or associated company of or business acquired by the Company, or the relations, connections or dependents of any such persons; and to establish or support associations, institutions, clubs, funds and trusts which may be considered calculated to benefit any such persons.

- 3.26 To pay all or any experts incurred in connection with the formation, promotion, and incorporation of the Company, or to contract with any person, firm or company to pay the same; and to pay commissions to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any shares, debentures, debenture stock, or securities of the Company.
- 3.27 To procure the registration of the Company in or under the laws of any territory or jurisdiction.
- 3.28 To promote any company for the purpose of acquiring all or any of the property or undertaking any of the liabilities of the Company, the promotion of which shall be considered to be calculated to advance directly or indirectly the objects of the Company or the interests of its Members.
- 3.29 To insure any of the property or assets of the Company against any insurable risk or risks and to effect, purchase or take assurances on the lives of any debtors of the Company, or on the lives of any other persons in whom the Company may have an insurable interest.
- 3.30 To sell and in any other manner deal with or otherwise dispose of the whole or any part of the business or property of the Company for such consideration as the Company may think fit, and in particular for shares, debentures, debenture stock, or securities of any other company.
- 3.31 To distribute among the Members of the Company in specie any property of the Company.
- 3.32 To do all or any of the things and matters aforesaid in any part of the World and either as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others; and to do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby expressly declared that each sub-clause of this clause shall be construed independently of the other sub-clauses hereof and that none of the objects mentioned in any sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other sub-clause.

4. The liability of the members is limited

5. The Company's share capital is £1000 divided into 1000 shares of £1 each.

I, the subscriber to this Memorandum of Association, wish to be formed into a company pursuant to this Memorandum; and I agree to take the number of shares shown opposite my name.

NAME AND ADDRESS OF
SUBSCRIBER

NO OF SHARES
TAKEN BY SUBSCRIBER

York Place Company Nominees Limited
12 York Place
Leeds LS1 2DS

ONE

Dated 18 November 1997

Witness to the above signature:

Julie Tinkler
12 York Place
Leeds LS1 2DS

No. 3487059

COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

SOUTHERN ELECTRIC QUEST TRUSTEE LIMITED

(Adopted by written resolution passed on 13 March 1998)

PRELIMINARY

- 1.1 The regulations contained in Table A in The Companies (Tables A to F) Regulations 1985 as amended by The Companies (Tables A to F) (Amendment) Regulations 1985 (hereinafter referred to as "Table A") shall apply to the Company save in so far as they are hereby modified or excluded and save to the extent that they are contrary to the requirements of Schedule 5 to the Finance Act 1989.
- 1.2 Regulations 8, 24 and 73 to 80 inclusive, of Table A shall not apply to the Company.
2. The Company is a private company and accordingly no offer shall be made to the public (whether for cash or otherwise) of any shares in or debentures of the Company and no allotment or agreement to allot (whether for cash or otherwise) shall be made of any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.

SHARES

3. The share capital of the Company is £1000 divided into 1000 Ordinary Shares of £1 each.
- 4.1 The Directors may unconditionally exercise the power of the Company to allot relevant securities (within the meaning of Section 80(2) of the Act).
- 4.2 The general authority conferred by this Article shall:
 - 4.2.1 extend to all relevant securities of the Company created but unissued at the date of these Articles.

4.2.2 expire on the fifth anniversary of the incorporation of the Company unless varied or revoked or renewed by the Company in General Meeting; and

4.2.3 entitle the Directors to make at any time before the expiry of such authority any offer or agreement which will or may require relevant securities to be allotted after the expiry thereof.

5. Subject to and without prejudice to the generality of the provisions of Article 4 any shares unissued at the date of the adoption of this Article and any shares hereafter created shall be under the control of the Directors who may allot, grant options over or otherwise deal with or dispose of the same to such persons (including the Directors themselves) on such terms and in such manner as they think fit, provided that no shares shall be issued at a discount.
6. In accordance with Section 91(1) of the Act, Sections 89(1) and 90(1) to (6) inclusive of the Act shall be excluded from applying to the Company.
7. The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all monies (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares (whether fully paid or not) standing registered in the name of any member whether solely or one of two or more joint holders for all monies presently payable by him or his estate to the Company; but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien on a share shall extend to all dividends payable thereon.

CALL ON SHARES

8. The following sentence shall be added to the end of regulation 15 of Table A: "such persons shall also pay to the Company all expenses that may have been incurred by the Company by reason of such non payment".

TRANSFER OF SHARES

9. The Directors may, in their absolute discretion, and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share.

TRANSMISSION OF SHARES

10. A person becoming entitled to a share by reason of the death or bankruptcy of a member shall not, before being registered as a member in respect of the share, be entitled to receive a copy of any balance sheet (or other document required by law to be annexed thereto) or any notice of a General Meeting, and regulations 31 and 38 of Table A shall be modified accordingly.

PROCEEDINGS AT GENERAL MEETINGS

11. If, and so long as, the Company has only one member the quorum for a General Meeting shall be one. Regulation 40 of Table A shall be modified accordingly.
12. There shall be added to the last sentence of regulation 41 of Table A the words "and if at the adjourned Meeting a quorum is not present within fifteen minutes after the time appointed for the Meeting, one person entitled to be counted in a quorum present at the Meeting shall be a quorum".
13. A poll may be demanded at any General Meeting by the Chairman or by any member present in person or by proxy and entitled to vote. Regulation 46 of Table A shall be modified accordingly.

VOTES OF MEMBERS

14. A proxy shall be entitled to vote on a show of hands and regulation 54 of Table A shall be modified accordingly.

DIRECTORS

- 15.1 The number of Directors shall be not less than three. At least one director shall be a professional director (as defined in paragraph 3C(5) of Schedule 5 to the Finance Act 1989) and at least two directors shall be non-professional directors (as defined by the said paragraph 3C(5)). At least half of the non-professional directors shall, before being appointed, be selected in accordance with paragraphs 3C(7) or 3C(8) of Schedule 5 to the Finance Act 1989 and any such person shall not be entitled to be a director:
 - 15.1.1 unless also an employee of Southern Electric plc and/or any other company which is controlled by Southern Electric plc and which company is resident in the United Kingdom for tax purposes (the "Group"); and
 - 15.1.2 if such person has or has ever had a material interest (as defined in paragraph 16 of Schedule 5 to the Finance Act 1989) in any member of the Group.
- 15.2 Questions arising at a meeting shall be decided unanimously and Regulation 88 shall be modified accordingly.
- 15.3 The quorum for the transaction of business shall be two and Regulation 89 shall be modified accordingly.
- 15.4 The Directors shall not be liable to retire by rotation.
- 15.5 A Director shall not be required to hold any share qualification.

- 15.6 A Director must be resident in the United Kingdom for tax purposes.
16. Subject always to the requirements of Schedule 5 of the Finance Act 1989:
- 16.1 the Company may by Ordinary Resolution appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director;
- 16.2 the Directors may unanimously appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the maximum number of Directors (if there be any maximum) is not exceeded.
17. Unless otherwise restricted by these Articles all or any of the Directors or members of a committee of the Directors may participate in and vote at a meeting of the Directors or such committee by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear and be heard by each other and such participation shall constitute presence in persons at the meeting.

POWERS AND DUTIES OF DIRECTORS

18. Subject to the provisions of Section 317 of the Act, a Director may vote on any contract or arrangement in which he is interested and on any matter arising therefrom and if he shall so vote his vote shall be counted and he shall be reckoned in determining a quorum when any such contract or arrangement is under consideration. Regulations 94 and 95 of Table A shall be modified accordingly.

APPOINTMENT AND DISQUALIFICATION OF DIRECTORS

19. Without prejudice to the powers of the Company under Section 303 of the Act to remove a Director by Ordinary Resolution, the holder or holders for the time being of more than one half of the issued Ordinary Shares of the Company shall have the power from time to time and at any time to appoint any person or persons as a Director or Directors either as additional Directors or to fill any vacancy and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same or in the case of a member being a company signed on its behalf by one of its Directors and shall take effect upon lodgement at the registered office of the Company.

INDEMNITY

- 20.1 To the extent permitted by law every Director, alternate director, officer, or Auditor of the Company and its subsidiaries shall be entitled to be indemnified out of the assets of the Company:

- 20.1.1 against any liability incurred by him as a Director, alternate director, officer or Auditor in defending any proceedings, whether civil or criminal, in which judgement is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company or its subsidiaries; and
- 20.1.2 against all liabilities, losses, charges, costs and expenses incurred by him in the execution and discharge of his duties and otherwise in relation to or in connection with his duties or office.
- 20.2 Without prejudice to the provisions of Article 20.1 above, the Board shall have the power to purchase and maintain insurance for or for the benefit of any persons who are or were at any time Directors, officers, employees or Auditors of the Company, or of any other company which is its holding company or in which the Company or such holding company or any of the predecessors of the Company or of such holding company has any interest, whether direct or indirect, or which is in any way allied to or associated with the Company, or to any subsidiary undertaking of the Company or of any such other company, or who are or were at any time trustees of any pension fund in which employees of the Company or of any other such company or subsidiary undertaking are interested, including, without limitation, insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or the exercise or purported exercise of their powers and/or otherwise in relation to or in connection with their duties, powers or offices in relation to the Company or any other such company, subsidiary undertaking or pension fund.

NAME AND ADDRESS OF SUBSCRIBER

York Place Company Nominees Limited
12 York Place
Leeds LS1 2DS

Dated 18 November 1998

Witness to the above signature:

Julie Tinkler
12 York Place
Leeds LS1 2DS