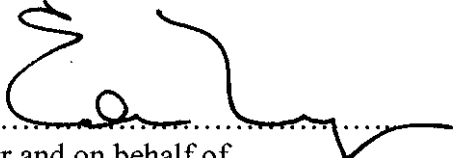


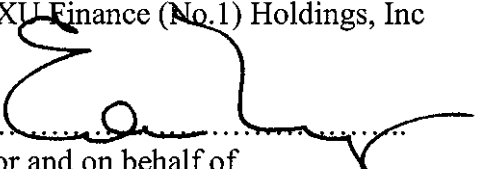
TXU EUROPE LIMITED

The undersigned, being all the members of the TXU Europe Limited ("the Company") who at the date of these resolutions are entitled to attend and vote at a general meeting of the Company hereby resolve:

- (a) as Elective Resolutions, THAT:
- i. 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;
 - ii. pursuant to Section 366A of the Act, to dispense with the holding of annual general meetings;
 - iii. pursuant to Section 386 of the Act, to dispense with the obligation to appoint auditors annually; and
- (b) THAT while the election made by Resolution (a)(iii) remains in force, the remuneration of the auditors be fixed by the directors.



.....
For and on behalf of
TXU Finance (No.1) Holdings, Inc



.....
For and on behalf of
TXU United Kingdom Holdings, Inc

Dated this 31 day of March 2000

