

Private & Confidential

TXU Australia (LP) No. 2 Limited (the "Company")

(Registered in England - No. 3679712)

WRITTEN RESOLUTION OF THE DIRECTORS

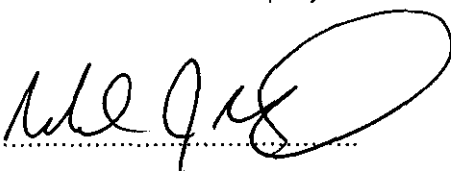
Passed 13 November 2003

IT IS NOTED that the Company proposes to transfer its tax residence from the United Kingdom to Australia (the "**Migration**"). As one of the conditions for the Migration, and in order to satisfy the United Kingdom Inland Revenue that the Company has made arrangements for securing the payment of any tax, the Inland Revenue requires the Company to appoint an attorney to act for the Company in tax matters following the Migration. The attorney must be resident in the United Kingdom. There is attached hereto a copy of a draft power of attorney in favour of TXU International Holdings Limited (the "**Power of Attorney**").

IT IS HEREBY RESOLVED that:

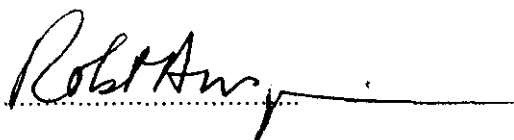
1. The Power of Attorney be and is hereby approved; and
2. the Common Seal of the Company shall be affixed to the Power of Attorney.

SIGNED by



Michael James McNally (Director)

SIGNED by



Robert Allred Wooldridge (Director)

