

Company Number 3894139

TUESDAY



RM 22/03/2011 428
COMPANIES HOUSE

NATIONAL GRID GOLD LIMITED
(the "Company")

MEMORANDUM OF COMPLIANCE

Memorandum of compliance made for the purposes of section 644(5) of the Companies Act 2006 (the "Act") on 17 March 2011

We, the Directors named below (being all the Directors of the Company as at the date of this memorandum), confirm that the solvency statement made by us pursuant to section 643 of the Act dated 17 March 2011

- (i) was made not more than 15 days before the date on which the resolutions resolving to reduce the Company's share capital and share premium account were passed, and
- (ii) was provided to the sole member of the Company on 17 March 2011 in accordance with section 642(2) of the Act

Signed by

CHRISTOPHER JOHN WATERS

Date 17 March 2011

ANDREW JONATHAN AGG

Date 17 March 2011

MARK ANTONY DAVID FLAWN

Date 17 March 2011

GEOFFREY HOLROYD

Date 17 March 2011

ALEXANDRA MORTON LEWIS

Date 17 March 2011

MELISSA JANE SELLARS

Date 17 March 2011

Filed by

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