

THE COMPANIES ACTS  
NATIONAL GRID SIX LIMITED  
(the "Company")  
LIMITED COMPANY HAVING A SHARE CAPITAL

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ORDINARY RESOLUTION  
IN WRITING

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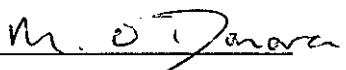
In accordance with Article 16 of the Company's Articles of Association, we, being the sole member of the Company who would, at the date of this resolution have been entitled to vote upon it if it had been proposed at a general meeting at which we were present **HEREBY RESOLVE** in writing as follows:

ORDINARY RESOLUTION

THAT the Directors of the Company be authorised to enter into the following agreements, copies of which are attached to this resolution and initialled for the purpose of identification:-

- (a) a loan agreement between National Grid Holdings Limited and the Company pursuant to which National Grid Holdings Limited agrees to lend the Company US\$2,500,000; and
- (b) a loan agreement between the Company and Intelig Telecomunicacoes Ltda pursuant to which the Company agrees to lend Intelig Telecomunicacoes Ltda US\$2,500,000.

Dated: 18 April 2002

  
As authorised representative for and  
on behalf of National Grid Five Limited

