

Company Number: 4314442

NATIONAL GRID (US) PARTNER 2 LIMITED
(the "Company")

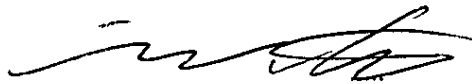
MEMORANDUM OF COMPLIANCE

Memorandum of compliance made for the purposes of section 644(5) of the Companies Act 2006 (the "Act") on [22 January] 2010

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 [22 January] 2010

- (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 [22 January] 2010 in accordance with section 642(2) of the Act

Signed by

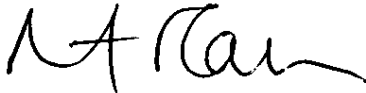


CHRISTOPHER JOHN WATERS



ANDREW JONATHAN AGG

Date 22 January 2010



MARK ANTONY DAVID FLAWN

Date 22 January 2010



GEOFFREY HOLROYD

Date 22 January 2010



ALEXANDRA MORTON LEWIS

Date 22 January 2010



MELISSA JANE SELLARS

Date 22 January 2010

Date 22 January 2010



Filed by

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