

THE COMPANIES ACT 1985

PRIVATE LIMITED COMPANY

RESOLUTIONS in writing

of

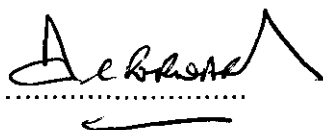
National Grid (US) Partner 2 Limited

Passed on 19th February 2003

The following Resolutions in writing are hereby passed on the above date, pursuant to the Company's Articles of Association, by the sole member of the Company as Elective Resolutions:-

ELECTIVE RESOLUTIONS

1. THAT pursuant to Section 366A of the Companies Act 1985, the Company hereby elects to dispense with the holding of Annual General Meetings in 2003 and subsequent years until this election is revoked.
2. THAT pursuant to Section 252 of the Companies Act 1985, the Company hereby elects to dispense with the laying of reports and accounts before the Company in General Meeting.
3. THAT pursuant to Section 386 of the Companies Act 1985, the Company hereby elects to dispense with the obligation to appoint auditors annually.



For National Grid (US) Investments 4
(sole shareholder)

Secretary

