

Registered Number: 5046672

THE COMPANIES ACTS

BLACKWATER A LIMITED
(the "Company")

PRIVATE COMPANY LIMITED BY SHARES

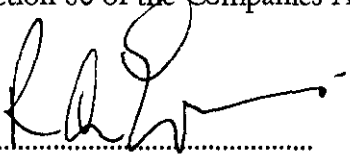
SOLE MEMBER'S DECISIONS PURSUANT TO THE ARTICLES OF
ASSOCIATION OF THE COMPANY

The following is a written record pursuant to Article 11.2 of the Articles of Association of the Company of decisions of the sole member of the Company that have effect, pursuant to Article 11.2, as if agreed by the Company in general meeting.

ELECTIVE RESOLUTIONS

1. THAT pursuant to sections 366A and 379A of the Companies Act 1985 the Company elects to dispense with the holding of annual general meetings in 2004 and subsequent years.
2. THAT pursuant to sections 252 and 379A of the Companies Act 1985 the Company elects to dispense with the laying of accounts and reports before the Company in general meeting for the current financial year and all subsequent financial years.
3. THAT pursuant to sections 369(4), 378(3) and 379A of the Companies Act 1985 the Company elects that the provisions of sections 369(4) and 378(3) of the Companies Act 1985 shall have effect in relation to the Company as if for the references to 95 per cent in those sections there were substituted references to 90 per cent.
4. THAT pursuant to sections 80A and 379A of the Companies Act 1985 the Company elects that section 80A of the Act shall apply instead of sections 80(4) and 80(5) of the Companies Act 1985 in relation to the giving or renewal after this election of authority to the directors to allot relevant securities (within the meaning of section 80 of the Companies Act 1985).

Sole Member:


as authorised representative for
Transco plc

Date: 17th March 2004

