

**MGN GAS NETWORKS (UK) LIMITED (the "Company")**

**(COMPANY NUMBER 5095454)**

**WRITTEN RESOLUTIONS OF THE MEMBERS OF THE COMPANY**

**IN LIEU OF A GENERAL MEETING**

**PURSUANT TO REGULATION 53 OF TABLE A WHICH FORMS PART OF**

**THE COMPANY'S ARTICLES OF ASSOCIATION**

We, being all of the members of the Company entitled to receive notice of, and to attend and vote at, a general meeting of the Company in respect of the following resolution have, by our signature below, passed the following resolution as a special resolution of the Company with intent that the resolution shall take effect as a special resolution of the Company on the date on which the last of the members below signs the resolution:

We, the undersigned, being the members of the Company entitled to attend and vote at a general meeting hereby **RESOLVE THAT:**

1. authority be and is hereby given to the Directors of the Company to exercise the Call Option in accordance with the terms of the Option Deed during the Call Option Period, subject to the Conditions set out in sub-clause 7.1 of the Option Deed having been satisfied, as such terms are defined in the option deed relating to the sale and purchase of the entire issued share capital of Blackwater 2 Limited between Transco plc, MGN Gas Networks (Senior Finance) Limited and Blackwater 2 Limited, dated 27 August 2004; and
2. The Articles of Association of the Company be amended as follows:
  - 2.1 the definition of "Associate" be amended:

(A)

by deleting paragraph (c) and replacing it with

"in the case of IFMNL (or any replacement thereof) includes any trustee of the IFM (International Infrastructure) Wholesale Trust and any custodian, sub-custodian or nominee of any custodian of any trustee of the IFM (International Infrastructure) Wholesale Trust (or their respective replacement) or a substantial multi-party fund or entity under management of IFMNL;" and

(B)

by adding the following as a new paragraph (d):

"with respect to a Shareholder which is a substantial fund or entity under management or joint management of any person (a "fund manager"), includes any other substantial fund or entity under management or joint management of the same fund manager or a member of the fund manager's Group; and" and;



"in the case of IFMNL, or any Associate within paragraphs (c) or (d) of this definition in respect of which IFMNL is the Trustee, includes Members Equity Pty Limited (ACN 070 998 679);"

- 2.2 the definitions of "DAF Custodian" and "DAFML" be deleted;
- 2.3 the references in the definitions of "Equity Underwriters" and paragraph (a) of "Associate" to "DAFML" be replaced with "IFMNL";
- 2.4 the following definition be inserted into Article 1.1 in appropriate alphabetical position:

"IFMNL"

Industry Funds Management (Nominees) Limited (ACN 003 969 891), a company incorporated under the laws of Australia and whose registered office is at Level 29, Casselden Place, 2 Lonsdale Street, Melbourne, Victoria, Australia 3000 (in its capacity as trustee of the IFM (International Infrastructure) Wholesale Trust (established under a Deed dated 12 November 2004)

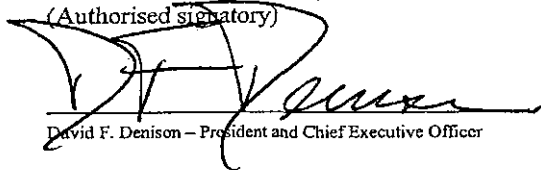
- 2.5 the definition of "Group" be amended by:

- (A) in paragraph (a), deleting the words "except for DAF Custodian," and the word "or" at the end of the paragraph; and
- (B) deleting paragraph (b),

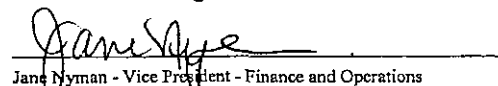
- 2.6 the following wording shall be inserted as a new Article 10.5:

"The provisions of Article 10.1 shall not apply where Control of a Shareholder, which is a fund or entity under management or joint management of any person immediately prior to the relevant acquisition (a "Pre-acquisition Manager"), is acquired by a third party, provided that the fund or entity remains managed by or under the joint management of the Pre-acquisition Manager."

For and on behalf of **Macquarie Bank Limited**  
(Authorised signatory)



David F. Denison – President and Chief Executive Officer



Jane Nyman - Vice President - Finance and Operations

For and on behalf of **Canada Pension Plan  
Investment Board**  
(Authorised signatory)

For and on behalf of **AMP Life Limited**  
(Authorised signatory)

For and on behalf of **J.P. Morgan Nominees  
Australia Limited** (in its capacity as trustee  
of the Infrastructure Unit of the pooled  
superannuation trust known as **Development  
Australia Fund**) (Authorised signatory)

(C) by adding the following as a new paragraph (e):  
"in the case of IFMNL, or any Associate within paragraphs (c) or (d) of this definition in respect of which IFMNL is the Trustee, includes Members Equity Pty Limited (ACN 070 998 679);"

- 2.2 the definitions of "DAF Custodian" and "DAFML" be deleted;
- 2.3 the references in the definitions of "Equity Underwriters" and paragraph (a) of "Associate" to "DAFML" be replaced with "IFMNL";
- 2.4 the following definition be inserted into Article 1.1 in appropriate alphabetical position:

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For and on behalf of **Macquarie Bank Limited**  
(Authorised signatory)

For and on behalf of **AMP Life Limited**  
(Authorised signatory)

For and on behalf of **Canada Pension Plan Investment Board**  
(Authorised signatory)

For and on behalf of **J.P. Morgan Nominees Australia Limited (in its capacity as trustee of the Infrastructure Unit of the pooled superannuation trust known as Development Australia Fund)** (Authorised signatory)

management of the same fund manager or a member of the fund manager's Group; and"  
and;

(C)

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"in the case of IFMNL, or any Associate within paragraphs (c) or (d) of this definition in respect of which IFMNL is the Trustee, includes Members Equity Pty Limited (ACN 070 998 679);"

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For and on behalf of Macquarie Bank Limited  
(Authorised signatory)

For and on behalf of AMP Life Limited  
(Authorised signatory)

the 10 day of August 2004 under the authority of which this instrument has been signed in Sydney this 24th day of May 2005.

MARK A. DALY

(C)

by adding the following as a new paragraph (e):

"in the case of IFMNL, or any Associate within paragraphs (c) or (d) of this definition in respect of which IFMNL is the Trustee, includes Members Equity Pty Limited (ACN 070 998 679);"

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For and on behalf of Macquarie Bank Limited  
(Authorised signatory)

For and on behalf of AMP Life Limited  
(Authorised signatory)

For and on behalf of Canada Pension Plan  
Investment Board  
(Authorised signatory)

For and on behalf of J.P. Morgan Nominees  
Australia Limited (in its capacity as nominee  
for the custodian of the trustee of the

Infrastructure Unit of the pooled  
Signed by J.P. Morgan Nominees Australia Limited ABN 75 002 899 961,  
acting as nominee for JPMorgan Chase Bank ABN 43 074 112 011 in its  
capacity as custodian for

by its undersigned attorneys who have not received any notice of  
revocation of the Power of Attorney dated 17 March 2005  
(Registered Book 4455 No. 408)

Signature of Attorney  
Name (print) TRUL BENDER  
Dated: 25 MAY 2005

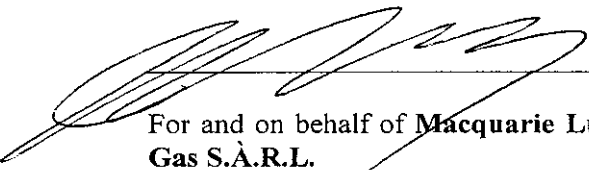
Signature of Attorney  
Name (print) [Signature]

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For and on behalf of **Challenger Wales and the  
West Gas Limited**  
(Authorised signatory)

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For and on behalf of **Macquarie Specialised  
Asset Management Limited** (in its capacity as  
**responsible entity for Macquarie Global  
Infrastructure Fund IIA**)  
(Authorised signatory)



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For and on behalf of **Macquarie Luxembourg  
Gas S.À.R.L.**  
(Authorised signatory)

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For and on behalf of **Macquarie Specialised  
Asset Management 2 Limited** (in its capacity  
**as responsible entity for Macquarie Global  
Infrastructure Fund IIB**)  
(Authorised signatory)

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For and on behalf of **Challenger Wales and the  
West Gas Limited**  
(Authorised signatory)

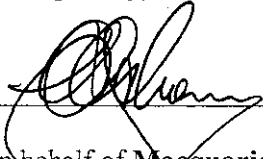


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For and on behalf of **Macquarie Specialised  
Asset Management Limited** (in its capacity as  
responsible entity for **Macquarie Global  
Infrastructure Fund IIA**)  
(Authorised signatory)

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For and on behalf of **Macquarie Luxembourg  
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(Authorised signatory)



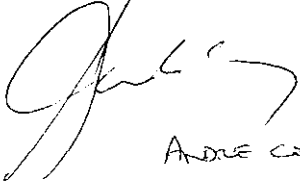
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For and on behalf of **Macquarie Specialised  
Asset Management Limited** (in its capacity  
as responsible entity for **Macquarie Global  
Infrastructure Fund IIB**)  
(Authorised signatory)

Australia Fund) (Authorised signatory)

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For and on behalf of **Challenger Wales and the  
West Gas Limited**  
(Authorised signatory)



ANDRE COHEN

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For and on behalf of **Macquarie Specialised  
Asset Management Limited** (in its capacity as  
responsible entity for **Macquarie Global  
Infrastructure Fund IIA**)  
(Authorised signatory)

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For and on behalf of **Macquarie Luxembourg  
Gas S.À.R.L.**  
(Authorised signatory)

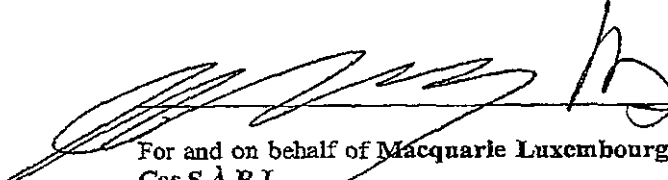
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For and on behalf of **Macquarie Specialised  
Asset Management 2 Limited** (in its capacity  
as responsible entity for **Macquarie Global  
Infrastructure Fund IIB**)  
(Authorised signatory)



For and on behalf of Challenger Wales and the  
West Gas Limited  
(Authorised signatory)

For and on behalf of Macquarie Specialised  
Asset Management Limited (in its capacity as  
responsible entity for Macquarie Global  
Infrastructure Fund IIA)  
(Authorised signatory)



For and on behalf of Macquarie Luxembourg  
Gas S.A.R.L.  
(Authorised signatory)

For and on behalf of Macquarie Specialised  
Asset Management 2 Limited (in its capacity  
as responsible entity for Macquarie Global  
Infrastructure Fund IIB)  
(Authorised signatory)