

Registered Number: 5167021

THE COMPANIES ACTS

BLACKWATER G LIMITED

(the "Company")

PRIVATE COMPANY LIMITED BY SHARES

CERTIFIED TO BE A TRUE AND
COMPLETE COPY OF THE ORIGINAL

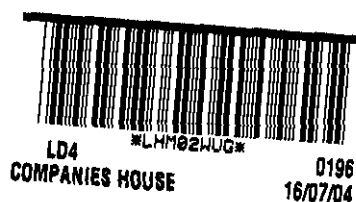
CMS Cameron McKenna
DATE *15/7/04*
CMS Cameron McKenna
Mitre House
100 Aldersgate Street
London EC1A 4DD

**SHAREHOLDER'S WRITTEN RESOLUTIONS
PURSUANT TO SECTION 381A OF THE
COMPANIES ACT 1985**

We, the undersigned, being the sole member of the Company who, at the date of these resolutions, is entitled to attend and vote at a general meeting of the Company **HEREBY RESOLVE** in writing pursuant to section 381A of the Companies Act 1985 (as amended) as follows:

ORDINARY RESOLUTIONS

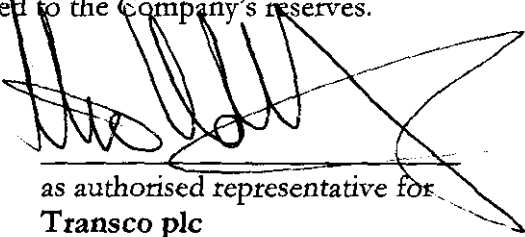
1. **THAT** the authorised share capital of the Company be increased from £100 to £510,000,100 by the creation of 510,000,000 new ordinary shares of £1 each in the capital of the Company (the "New Ordinary Shares"), each to rank pari passu both inter se and in all respects with the existing ordinary shares of £1 each in the capital of the Company.
2. **THAT** in addition to and without prejudice to any existing authorities, the directors of the Company be generally and unconditionally authorised pursuant to and in accordance with section 80 of the Companies Act 1985, as amended, to allot relevant securities (as defined in section 80 of that Act) up to an aggregate nominal value of £510,000,000. This authority shall expire, unless previously renewed, revoked or varied by the Company in general meeting, on 31 December 2005, except that the Company may at any time before such expiry make any offer or agreement that would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of any such offer or agreement as if the authority conferred by this resolution had not expired.



SPECIAL RESOLUTION

3. **THAT**, subject to the allotment and issue of the New Ordinary Shares, the issued share capital of the Company be reduced to £100 by cancelling and extinguishing all of the New Ordinary Shares numbered 2 to 510,000,001 inclusive and an amount equal to the aggregate amount of such reduction of share capital be credited to the Company's reserves.

Sole Member:


as authorised representative for
Transco plc

Date: 15th July 2004