

Pursuant to section 49(8)(b) of the Companies Act 1985

To the Registrar of Companies

Company number: 5175574

Name of Company: **CENTRICA BASTROP FINANCE HOLDINGS LIMITED**

I, Charlotte Redcliffe, of 2 Stapleton Close, Marlow, Buckinghamshire SL7 1TZ being one of the two directors of the above company, do solemnly and sincerely declare that the persons by whom or on whose behalf assent has been given on the attached Form 49(8)(a) to the company being re-registered as unlimited constitute the whole membership of the company, and

that where any of these persons has not himself subscribed the form of assent, I have taken all reasonable steps to satisfy myself that each person who subscribed it on behalf of a member was lawfully empowered to do so.

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

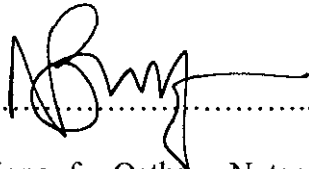
Declared at

Millstream, Maidenhead Road, Windsor, Berkshire SL4 5GD on eighth day of November, two thousand and five.

Declarant to sign below



before me



A Commissioner for Oaths or Notary Public or
Justice of the Peace or Solicitor having the powers
conferred on a Commissioner for Oaths.



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Company number: 5175574

Name of Company: **CENTRICA BASTROP FINANCE HOLDINGS LIMITED**

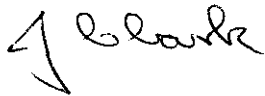
I, John Arthur Kevin Clark, of 22 Lyndhurst Drive, Sevenoaks Kent TN13 2HQ being one of the two directors of the above company, do solemnly and sincerely declare that the persons by whom or on whose behalf assent has been given on the attached Form 49(8)(a) to the company being re-registered as unlimited constitute the whole membership of the company, and

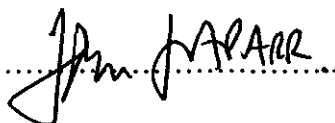
that where any of these persons has not himself subscribed the form of assent, I have taken all reasonable steps to satisfy myself that each person who subscribed it on behalf of a member was lawfully empowered to do so.

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Declared at One New Change, London EC4M 9QQ
on ninth day of November, two thousand and five.

Declarant to sign below



before me.....

A Commissioner for Oaths or Notary Public or
Justice of the Peace or Solicitor having the powers
conferred on a Commissioner for Oaths.