

**WRITTEN RESOLUTION
SGN LIMITED
(Registered Number 5618883)
(the "Company")**

WE, the undersigned, being the sole member of the Company having the right to attend and vote at a general meeting, in terms of Section 381A of the Companies Act 1985, HEREBY RESOLVE that the following resolutions be passed: -

1. That in accordance with the provisions of Section 252 of the Companies Act 1985, the Company elects to dispense with the laying of accounts and reports before the Company in general meeting;
2. That in accordance with the provisions of Section 366A of the Companies Act 1985, the Company elects to dispense with the holding of annual general meetings; and
3. That in accordance with the provisions of Section 386 of the Companies Act 1985, the Company elects to dispense with the obligation to appoint auditors annually.



For and on behalf of
Scotia Gas Networks plc
Dated : 21 July 2006

