

Company No. 2536732

THE COMPANIES ACT 1985

WRITTEN RESOLUTION OF THE MEMBERS OF
UNITED UTILITIES (OVERSEAS HOLDINGS) LIMITED

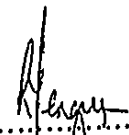
Pursuant to Section 381A of the Companies Act 1985 ("the Act") we the undersigned, being the sole member of the company, who at the date of this resolution are entitled to attend and vote at general meetings, hereby resolve as an elective resolution in accordance with Section 379A of the Act :-


The company hereby elects:

- (a) THAT in accordance with Section 252 of the Act, to dispense with the laying of accounts and reports before the company in general meeting;
- (b) THAT in accordance with Section 366A of the Act, to dispense with the holding of annual general meetings; and
- (c) THAT in accordance with Section 386 of the Act, to dispense with the obligation to annually appoint auditors.
- (d) THAT while the election made by resolution (c) above remains in force, the remuneration of the auditors be fixed by the directors.

Dated this 13th Day of February 1996

Signed:


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For and on behalf of
United Utilities PLC


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J R Tellow

