

101119

Company number
3870728

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES



WRITTEN RESOLUTIONS

OF


ALNERY NO 1917 LIMITED

passed on 14th December, 1999

We, the person whose name appears below and who have signed this document are the sole member of the Company entitled to attend and vote at a general meeting of the Company and we hereby resolve that the following resolutions be passed as written resolutions in accordance with Article 15 of the Articles of Association of the Company.

That:

- (i) the name of the Company be changed to OAK (NETWORKS O&M) LIMITED;
- (ii) the authorised capital be divided into 25 H Ordinary Shares of £1 each, 25 I Ordinary Shares of £1 each, 25 H Preference Shares of £1 each and 25 I Preference Shares of £1 each;
- (iii) the existing ordinary share in the Company be redesignated as an H Ordinary Share;
- (iv) the authorised share capital of the Company be increased from £100 to £5,000,200 by the creation of an additional 24,999,975 H Ordinary Shares, 24,999,975 I Ordinary Shares, 75 H Preference Shares and 75 I Preference Shares;
- (v) the directors be generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 to allot or grant any right to subscribe for one I Ordinary Share in the Company at any time during the period from the date of passing this resolution up to and including 14th December, 2004 on which date the authority given by this resolution shall expire;
- (vi) new Articles of Association in the form attached be adopted; and
- (vii) a new objects clause of the Company's Memorandum of Association in the form attached be adopted.


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For TXU Europe Group plc

