

624 915

Company No: 03234745

The Companies Acts 1985 to 1989
COMPANY LIMITED BY SHARES



WRITTEN RESOLUTION

of

BRITISH GAS CONNECTIONS LIMITED

Passed pursuant to Section 381A of the Companies Act 1985

We the undersigned, being or representing the sole member of the above named company ("the Company") entitled to receive notice of, attend and vote at general meetings of the Company, **HEREBY RESOLVE** as follows:

SPECIAL RESOLUTIONS

1. That the name of the Company be changed to ESP Connections Limited.
2. That the Company's articles of association be altered as follows:
 - 2.1 by disapplying Regulation 8 of Table A and also disapplying article 6; and
 - 2.2 by deleting article 7 and replacing it with the following:

"7(a) Subject to article 7(b), the Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share.

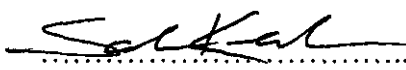
7(b) The Directors may not decline to register any transfer of shares, nor may they suspend the registration thereof, where such transfer is executed by any bank or institution to whom such shares have been charged by way of security, or by any nominee or nominees of such bank or institution, pursuant to the power of sale under such security and a certificate by any official of such bank or institution if the shares were so charged and the transfer was so executed shall be conclusive evidence of such facts."

- 2.3 by the adoption of the following new article:



"16A. Any director or his alternate may validly participate in a meeting of the directors or a committee of directors through the medium of conference telephone or similar form of communication equipment provided that all persons participating in the meeting are able to hear and speak to each other throughout the meeting. A person so participating shall be deemed to be present in person at the meeting and shall accordingly be counted in a quorum and be entitled to vote. Subject to the Act, all business transacted in such manner by the directors or a committee of the directors shall for the purposes of the Articles be deemed to be validly and effectively transacted at a meeting of the directors or of a committee of the directors notwithstanding that fewer than two directors or alternate directors are physically present at the same place. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the Chairman of the meeting then is."

Name of shareholder

	Signature	Date
GB Gas Holdings Limited		20 May 2005
	on behalf of GB Gas Holdings Limited.	