

THE COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY SHARES

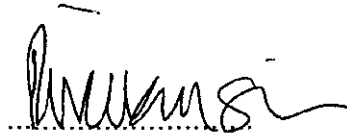
TGPP 1 LIMITED (the "Company")

(Company Number 5799781)

The following written resolutions were passed by the Company on 11 May 2006, all of which would otherwise have been passed as special resolutions.

SPECIAL RESOLUTIONS

- (a) **THAT** the Company enter into a share purchase agreement with, amongst others, Enron Europe Limited (in administration), S A Pearson, A V Lomas and TGPP 2 Limited, substantially in the form of the share purchase agreement annexed hereto (the "**SPA**") and, for the purposes of identification, signed by the chairman, relating to the sale and purchase of shares in Enron Europe Liquids Processing ("**EELP**") and shares in Enron Gas Processing (U.K.) Limited ("**EGPL**") for the purpose of purchasing 99 ordinary shares in EELP and 100 ordinary shares in EGPL;
- (b) **THAT** the Company enter into a security deed (as chargor) with Teesside Gas Processing Plant Limited ("**TGPP**"), TGPP 2 Limited and Deutsche Bank AG, London Branch ("**DB**"), substantially in the form of the security deed annexed hereto (the "**Security Deed**") and, for the purposes of identification, signed by the chairman, to create a charge over all of the assets of the Company for the purpose of securing the obligations of TGPP under a secured bridge loan facility agreement to be entered into between TGPP and DB, substantially in the form of the bridge loan agreement annexed hereto (the "**Bridge Loan Agreement**"); and
- (c) **THAT** the Company enter into a loan agreement (as borrower) with TGPP 2 Limited and TGPP, substantially in the form of the TGPP loan agreement annexed hereto (the "**TGPP Loan Agreement**") and, for the purposes of identification, signed by the chairman, for the purpose of borrowing £27,534,317 from TGPP. The loan extended to the Company under the TGPP Loan Agreement is intended for use by the Company in the purchase of shares in the share capital of EELP and EGPL.


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Director

