

No: 2866642

THE COMPANIES ACT 1985 (AS AMENDED)

Company limited by shares

RESOLUTIONS

of

NORTHERN GAS PROCESSING LIMITED

At an Extraordinary General Meeting of the above-named Company duly convened and held on 26th January, 1994 the following resolution was passed as a special resolution:-

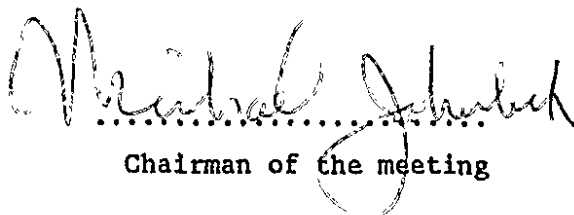
SPECIAL RESOLUTION

1. That the memorandum of association of the Company be altered by:-

(i) inserting the following as a new sub-clause 3(E):-

"(E) To lend money to or deposit money with any person and to acquire securities or other investments."; and

(ii) the consequential renumbering of subsequent sub-clauses of clause 3.


Chairman of the meeting

AJC0278.93D



THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

NORTHERN GAS PROCESSING LIMITED

1. The name of the Company is "NORTHERN GAS PROCESSING LIMITED".
2. The registered office of the Company will be situate in England and Wales.
3. The objects for which the Company is established are:-
 - (A) To acquire from Enron Europe Liquids Processing Limited assets located at Teeside, England (comprising, inter alia, an existing natural gas fractionation plant, the land on which it is situated and land on which a further extraction and fractionation plant can be constructed) together with rights relating to those assets.
 - (B) To hold the assets and rights referred to in (A), to operate and maintain the existing natural gas fractionation plant, to build an extraction and fractionation plant on the land referred to in (A) and to operate and maintain such extraction and fractionation plant.
 - (C) To enter into any contract or arrangement in respect of the natural gas fractionation plant and the extraction and fractionation plant referred to in (B) for the construction, maintenance, operation, development or management of such plants and for the processing of natural gas liquids and/or gas through either plant.
 - (D) To borrow and raise money and accept money on deposit and to secure or discharge any debt or obligation in any manner and in particular (without prejudice to the generality of the foregoing) by mortgages of or charges upon all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by the creation and issue of securities.
 - (E) To lend money to or deposit money with any person and to acquire securities or other investments.
 - (F) To sell, exchange, mortgage, charge, let, grant licences, easements, options, servitudes and other rights over, and in any other manner deal with or dispose of, all or any part of the undertaking, property and assets (present and future) of the



Company for any or no consideration and in particular (without prejudice to the generality of the foregoing) for any securities or for a share of profit or a royalty or other periodical or deferred payment.

- (G) To issue and allot securities of the Company for cash or in payment or part payment for any real or personal property purchased or otherwise acquired by the Company or any services rendered to the Company or as security for any obligation or amount (even if less than the nominal amount of such securities) or for any other purpose.
- (H) To pay all the costs, charges and expenses preliminary or incidental to the promotion, formation, establishment and incorporation of the Company, and to procure the registration or incorporation of the Company in or under the laws of any place outside England.
- (I) To grant or procure the grant of donations, gratuities, pensions, annuities, allowances, or other benefits, including benefits on death to any directors, officers or employees or former directors, officers or employees of the Company and to the relations, connections or dependants of any such persons, and to other persons whose service or services have directly or indirectly been of benefit to the Company or whom the Board of Directors of the Company considers have any moral claim on the Company or to their relations, connections or dependants.
- (J) To do all or any of the things or matters aforesaid either as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others.
- (K) To do all such other things as in the opinion of the Board of Directors of the Company are or may be incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that "securities" shall include any fully, partly or nil paid or no par value share, stock, unit, debenture, debenture or loan stock, deposit receipt, bill, note, warrant, coupon, right to subscribe or convert, or similar right or obligation, and that "and" and "or" shall mean "and/or" where the context so permits.

4. The liability of the Members is limited.

5. The share capital of the Company is US\$2.00 divided into 2 ordinary shares of US\$1 each, and the Company shall have the power to divide the original or any increased capital into several classes, and to attach thereto any preferential, deferred, qualified or other special rights, privileges, restrictions or conditions.

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a company, in pursuance of the Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS
OF SUBSCRIBERS

Number of Shares
taken by each
Subscriber

For and on behalf of
TRUCIDATOR NOMINEES LIMITED,
35 Basinghall Street,
London EC2V 5DB

One

CHARLES RANDELL
Authorised Signatory

For and on behalf of
TREXCO LIMITED,
35 Basinghall Street,
London EC2V 5DB

One

CHARLES RANDELL
Authorised Signatory

DATED the 21st day of October 1993

WITNESS to the above Signatures:-

P.R. COLEMAN
Trainee Solicitor
35 Basinghall Street,
London EC2V 5DB

AJC0027.94D