

3234745

Certified to be a true copy
of the original

ESP CONNECTIONS LIMITED (the "Company")

Minutes of a meeting of the board of directors held at Hazlewood
Station Road, Leatherhead, Surrey, KT22 7AA
on 27 June, 2006 at 5:01 p.m.

For and on behalf of
Taylor Wessing Secretaries Limited

Present: Robert Wallace (Chairman)

In attendance: Quentin Stewart by telephone
Dagmar Valcarcel (Terra Firma Capital Partners Limited) by telephone
Christopher Acton (Slaughter and May) by telephone

1. Appointment of Chairman

IT WAS RESOLVED that Mr. Wallace be chairman of the meeting.

2. Quorum

It was noted that the meeting had been convened by proper notice and that a quorum was present.

3. Directors' interest

The Chairman reported that pursuant to the Company's articles of association and section 317 of the Companies Act 1985, each of the directors had formally disclosed to the Company their interests in connection with the matters to be discussed. It was noted that subject to such disclosure, in accordance with the Company's Articles of Association, each director is entitled to vote in respect of any business of the meeting in which he has an interest, his vote shall be counted and he shall be taken into account in ascertaining whether a quorum is present at the meeting.

4. Reconstitution of the Board

- (A) It was RESOLVED that Mr Jaime Hector be and is hereby appointed director of the Company with effect from completion of the sale and purchase between Kellen Acquisitions Limited and Zoom Gas Pipelines Limited of all the issued shares in the capital of ESP Gas Group Limited (the "Transaction").
- (B) There was produced to the meeting a letter of resignation as a director from Mr. Quentin Richard Stewart executed as a deed and acknowledging that the director has no claim against the Company for breach of contract, compensation for loss of office, redundancy or unfair dismissal or on any other account whatsoever and that no agreement or arrangement is outstanding



under which the Company or its subsidiary has or could have any obligation to him (the "Resignation Letter").

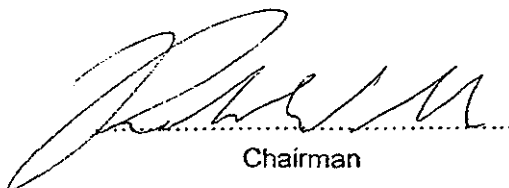
After due and careful consideration of the Resignation Letter it was RESOLVED that the resignation of Mr. Quentin Richard Stewart be and is hereby accepted with effect from completion of the Transaction.

5. Filings

The Chairman instructed the Secretary of the Company to:

- (A) arrange for Forms 288a and 288b to be filed at Companies House in respect of the appointment of Mr Jaime Hector and resignation of Mr Quentin Richard Stewart as directors; and
- (B) amend the register of directors accordingly.

There being no further business the meeting closed.



Chairman