

Section 89(3)

The Insolvency Act 1986
Members' Voluntary Winding Up
Declaration of Solvency Embodying a
Statement of Assets and Liabilities
Pursuant to section 89(3) of the Insolvency Act 1986

Form 4.70

S89(3)

To the Registrar of Companies

For official use

Company Number

02650011

Name of Company

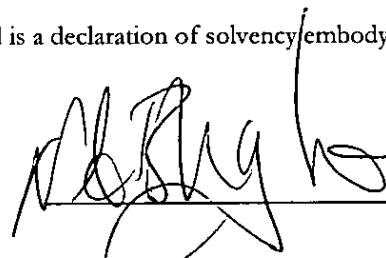
ENTERPRISE OIL OVERSEAS HOLDINGS LIMITED

We Elizabeth Anne Bingham
Ernst & Young LLP
1 More London Place
London
SE1 2AF

Kerry Lynne Trigg
Ernst & Young LLP
1 More London Place
London
SE1 2AF

Attached is a declaration of solvency embodying a statement of assets and liabilities.

Signed



Date

1.7.09

Presenter's name, address
and reference (if any):

Ernst & Young LLP
1 More London Place
London
SE1 2AF

ML8E/RPB/VJL/EAB

For Official Use

Liquidation Section Post Room

TUESDAY



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COMPANIES HOUSE

Section 89(3)

The Insolvency Act 1986
 Members' Voluntary Winding Up
 Declaration of Solvency
 Embodying a Statement of
 Assets and Liabilities

Company number 02650011

Name of company **ENTERPRISE OIL OVERSEAS HOLDINGS LIMITED**

Presented by Ernst & Young LLP

Declaration of Solvency

I/we

SIMON CONSTANT-GLEMAS
 for and on behalf of
 Shell Corporate Director Limited
 Shell Centre, London, UK SE1 7NA

Signed: *Simon Constant-Glemas*

being all the full board of the directors of **ENTERPRISE OIL OVERSEAS HOLDINGS LIMITED** do solemnly and sincerely declare that we have made a full inquiry into the affairs of this company, and that, having done so, we have formed the opinion that this company will be able to pay its debts in full together with the interest at the official rate within a period of 12 months, from the commencement of the winding-up.

I/We append a statement of the company's assets and liabilities as at **01 June 2009** being the latest practicable date before the making of this declaration.

I/We make this solemn declaration, conscientiously believing it to be true, and by virtue of the provisions of the Statutory Declarations Act 1835.

Declared at *SHELL CENTRE*
LONDON SE1 7NA

this *1st* day of *June 2009*

Before me,

[Signature]

Notary/Solicitor/Commissioner of Oaths

A Commissioner for Oaths
 Bankside House, 107 Leadenhall Street,
 London EC3A 4AF
 England
 (N. P. Ready)

Statement as at 01 June 2009 showing assets at estimated realisable values and liabilities expected to rank:

Assets and liabilities		Estimated to realise or to rank for payment to nearest £
Assets:		£
	Balance at bank	
	Deposits	0.00
	Cash in hand	0.00
	Marketable securities	0.00
	Dividends receivable	0.00
	Bills receivable	0.00
	Trade debtors	0.00
	Intercompany debtors	18,037,021.97
	Loans and advances	0.00
	Income tax recoverable	0.00
	Unpaid calls	0.00
	Stock in trade	0.00
	Work in progress	0.00
	Freehold property	0.00
	Leasehold property	0.00
	Plant and machinery	0.00
	Furniture, fittings, utensils, etc	0.00
	Patents, trade marks, etc	0.00
	Investments other than marketable securities	0.00
	Other property, viz	
	Estimated realisable value of assets	£ 18,037,021.97
Liabilities:		
	Secured on specific assets, viz	0.00
	Secured by floating charge(s)	0.00
	Estimated cost of liquidation and other expenses including interest accruing until payment of debts in full	0.00
	Unsecured creditors (amounts estimated to rank for payment)	0.00
	£	£
	Trade accounts	0.00
	Taxation payable	0.00
	Accrued expenses	0.00
	Other liabilities (group)	0.00
	Contingent liabilities	
Estimated surplus after paying debts in full		18,037,021.97

Remarks: The costs of the liquidation are to be met by another group company.