



SECRETARY'S CERTIFICATE

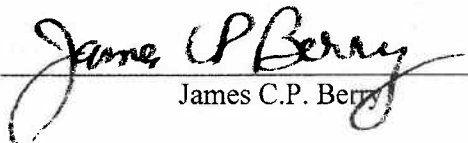
I, James C.P. Berry, the Secretary of J.P. Morgan Ventures Energy Corporation (the "Corporation"), a corporation organized and existing under the laws of the State of Delaware, United States of America, and having its principal place of business at 270 Park Avenue, New York, New York 10017, hereby certify that pursuant to Sections 4.7 and 4.8 of the By-laws of the Corporation:

Each Managing Director, if any, shall have the duties and authority usually pertaining to such office and such other duties as shall be assigned to him by the Board of Directors, the Chairman of the Board or the President. Unless otherwise ordered by the Board of Directors, each Managing Director shall have the power to conduct any and all business on behalf of the Corporation, and in connection with the business of the Corporation, to sign and deliver on behalf of the Corporation any contract, agreement and any and all other documents and instruments.

Each Vice President, if any, shall have the duties and authority usually pertaining to such office and such other duties as shall be assigned to him by the Board of Directors, the Chairman of the Board or the President. Unless otherwise ordered by the Board of Directors, each Vice President shall have the power to conduct any and all business on behalf of the Corporation, to sign and deliver on behalf of the Corporation any contract, agreement and any and all other documents and instruments.

I certify that the title of Executive Director has a functional title or official status which is equivalent to a title listed in the above By-laws. I further certify that Robert Keen is an Executive Director of J.P. Morgan Ventures Energy Corporation and is empowered to act in conformity with the above By-laws.

WITNESS my hand and the seal of J.P. Morgan Ventures Energy Corporation, on the 30th day of May 2007.


James C.P. Berry

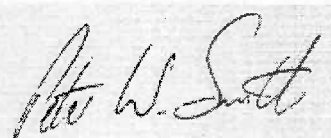
JPMorgan Chase Bank, National Association
Office of the Secretary
270 Park Avenue, 35th floor
New York, NY 10017-2070

I, Euisun L. Lee, an Assistant Corporate Secretary of JPMorgan Chase Bank, National Association, hereby certify that the following is a true and correct copy of resolutions adopted at a meeting of the Board of Directors of Chemical Bank, now known as JPMorgan Chase Bank, National Association (the "Bank"), a national banking association, on the 19th day of March 1996, which meeting was properly called and held and at which a quorum was present and voted in favor of said resolutions. I further certify that the said resolutions, at the date hereof, are still in full force and effect.

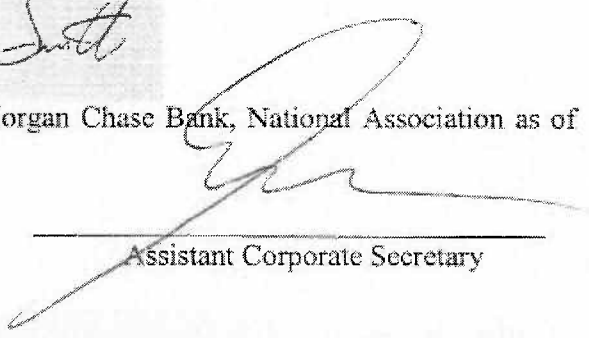
RESOLVED that loan agreements, contracts, indentures, mortgages, deeds, releases, conveyances, assignments, transfers, certificates, certifications, declarations, leases, discharges, satisfactions, settlements, petitions, schedules, accounts, affidavits, bonds, undertakings, guarantees, proxies, requisitions, demands, proofs of debt, claims, records, notes signifying indebtedness of this Bank, and any other contracts, instruments or documents in connection with the conduct of the business of this Bank, whether or not specified in the foregoing resolutions may be signed, executed, acknowledged, verified, delivered or accepted on behalf of this Bank by the Chairman of the Board, the Chief Executive Officer, the President, a Vice Chairman of the Board, a Vice Chairman, any member of the Executive Committee, any Executive Vice President, the Chief Financial Officer, the Chief Credit Officer, the Secretary, any Senior Vice President, any Vice President, any Managing Director or any other officer who the Secretary or any Assistant Corporate Secretary certifies as having a functional title or official status which is equivalent to any of the foregoing, and the seal of this Bank may be affixed to any thereof and attested by the Secretary, any Assistant Corporate Secretary, any Vice President or any Assistant Secretary;

RESOLVED that powers of attorney may be executed on behalf of this Bank by the Chairman of the Board, the Chief Executive Officer, the President, a Vice Chairman of the Board, a Vice Chairman, any member of the Executive Committee, any Executive Vice President, the Chief Financial Officer, the Chief Credit Officer, the Secretary, any Senior Vice President, and by any Managing Director having a rank equivalent to Senior Vice President.

I further certify that Peter W. Smith is a Vice President of JPMorgan Chase Bank, National Association and is empowered to act in conformity with the above resolutions. I also certify that the signature of said officer appearing below is a true and exact facsimile specimen of his or her signature.



WITNESS my hand and the seal of JPMorgan Chase Bank, National Association as of the 30th day of March, 2006.



Assistant Corporate Secretary



CERTIFICATE OF INCUMBENCY

We, **J.P. Morgan Secretaries (UK) Limited**, being Joint Company Secretary of **J.P. Morgan Securities Ltd.** (the "Company") hereby certify: -

1. that the following is a true and correct extract of the minutes of a meeting of the Board of Directors of the Company, held on 21 February 2007 at which a quorum was present and voting throughout:

"IT WAS RESOLVED that, with effect from the date of this resolution, officers of the Group who are a Managing Director, Senior Vice President, Executive Director, Vice President or Secretary of one of the relevant businesses of the Company or corporate functions listed in the attached schedule, and who are based in the United Kingdom (each a "Level 1 Authorised Officer"), shall by virtue of their employment by the Company, have full power and authority in the name of the Company and on its behalf to sign, execute, acknowledge, verify, deliver or accept offer letters, mandate agreements, loan agreements, confidentiality agreements, fairness opinions, valuation letters, custody agreements, securities lending agreements, fund administration agreements, fund accounting agreements, ISDA Master, Netting and other related agreements, cash account documentation, account opening documentation, risk disclosure statements, security documents, purchases, sales, holdings, contracts, indentures, mortgages, releases, conveyances, assignments, transfers, certificates, certifications, declarations, leases, discharges, satisfactions, settlements, petitions, schedules, accounts, affidavits, bonds, undertakings, guarantees, proxies, requisitions, demands, proofs of debt, claims and any other agreements, contracts, instruments or documents in connection with the conduct of business of the Company.

IT WAS RESOLVED that pursuant to Article 101 of the Company's Articles of Association, any Managing Director or Senior Vice President of a relevant business of the Company or corporate function listed in the attached schedule, and who is based in the United Kingdom, shall by virtue of their employment by the Company, be authorised to affix the seal of the Company to any instrument, agreement, deed, power of attorney or other document, in the presence of the Secretary or another Level 1 Authorised Officer.";

2. that **Matthew Forsyth** is a Vice President employed in a relevant business of the Company, and as such, is empowered to act in conformity with the above resolutions; and
3. that the specimen signature of **Matthew Forsyth** is set below.

Name and Title

Matthew Forsyth
Vice President

MF Vance
For and on behalf of
J.P. Morgan Secretaries (UK) Limited
Joint Company Secretary

Specimen Signature

Date: 30th April 2007

J.P. Morgan Securities Ltd.
125 London Wall, London, EC2Y 5AJ
Tel: +44 (0)20 7777 2000 • Fax: +44 (0)20 7777 4744

Registered in England & Wales No. 2711006. Registered Office 125 London Wall, London, EC2Y 5AJ. Authorised and regulated by the Financial Services Authority.

JPMorganChase
GUARANTEE ENDORSEMENT

This GUARANTEE ENDORSEMENT, dated effective as of November 1, 2007 (*this "Guarantee Endorsement"*), made by JPMORGAN CHASE BANK, NATIONAL ASSOCIATION, a national banking association organized under the federal law of the United States of America with its main office in Columbus, Ohio, USA (*"Guarantor"*),

WITNESSETH:

WHEREAS, Guarantor has issued a Guarantee dated March 23, 2007 (*the "Guarantee"*) guaranteeing the payment of all liabilities and obligations of J.P. Morgan Securities Ltd. (*the "Obligor"*) to each and every party to whom Obligor has an Obligation (as defined in the Guarantee); and

WHEREAS, Societe Nationale D'Electricite Et De Thermique SA (**"Endesa France"**) has requested that Guarantor acknowledge and agree that the Guarantee is applicable to Endesa France and each Obligation of Obligor to Endesa France and that Endesa France shall be a Beneficiary under the Guarantee;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Guarantor hereby agrees and confirms as follows:

1. **Status as Beneficiary.** Subject to the terms set forth in the Guarantee, Endesa France shall be considered a Beneficiary under the Guarantee at any time and from time to time that there are Obligations of Obligor to Endesa France and the Guarantee shall be applicable to Endesa France and each Obligation of Obligor.
2. **Termination.** At the time that Guarantor provides written notice of its intention to terminate the Guarantee in accordance with Paragraph 8 of the Guarantee, Guarantor also will provide notice of such termination to Endesa France in writing and sent to Endesa France at the following address:

Société Nationale d'Electricité et de Thermique (Endesa France)
2 rue Jacques Daguerre
92565 Rueil Malmaison
France

3. **Status of Guarantee.** The Guarantee has not been amended since the date thereon and Guarantor affirms the representations and warranties in Section 9 of the Guarantee as at the date of this Guarantee Endorsement.

IN WITNESS WHEREOF, Guarantor has caused this Guarantee Endorsement to be executed in its name and on its behalf by its duly authorized officer on the date first above written.

JPMORGAN CHASE BANK, NATIONAL ASSOCIATION

By: _____

Name: Peter W Smith

Title: Vice President