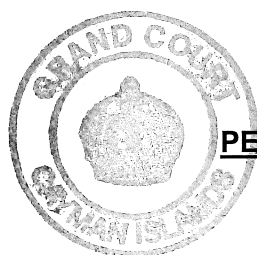


IN THE GRAND COURT OF THE CAYMAN ISLANDS

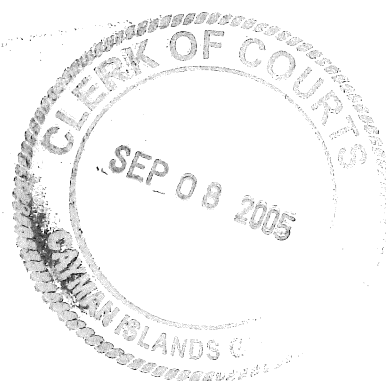
CAUSE NO: 406 OF 2005

IN THE MATTER OF THE COMPANIES LAW (2004 REVISION)

AND IN THE MATTER OF THE REDUCTION OF THE SHARE CAPITAL OF DRAX
ELECTRIC LIMITED



PETITION



TO THE GRAND COURT

THE HUMBLE PETITION OF DRAX ELECTRIC LIMITED whose registered office is at Citco Trustees (Cayman) Limited, Corporate Centre, PO Box 31106, West Bay Road, Grand Cayman, Cayman Islands **SHOWS THAT:-**

1. Your Petitioner, the above-named company (hereinafter called "**the Company**"), was incorporated on 11 July 2000 under the Companies Law as an exempted company limited by shares.
2. The registered office of the Company is situate at Citco Trustees (Cayman) Limited, Corporate Centre, PO Box 31106, West Bay Road, Grand Cayman, Cayman Islands, British West Indies.
3. The objects for which the Company was formed are unrestricted and the Company has full power and authority to carry out any object not prohibited by the Companies Law. After its incorporation, the Company commenced business and has since continued to carry on business.

4. The authorised share capital of the Company at the date of its incorporation was £1,000,000,000 divided into 1,000,000,000 ordinary shares of a par value of £1.00 each. Of these, 505,000,002 shares are issued and credited as fully paid up.

5. The Articles of Association of the Company, inter alia, provide as follows:

“33 (d) Without prejudice to Article 11 hereof and subject to the provisions of the Statute, the Company may by Special Resolution reduce its share capital and any capital redemption reserve fund.”

“42 A resolution (including a Special Resolution) in writing (in one or more counterparts) signed by all Members for the time being entitled to receive notice of and attend and vote at general meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.”

6. By a special resolution passed in writing by the sole shareholder of the Company in accordance with section 60 of the Companies Law (2004 Revision) and Articles 33 (d) and 42 of the Articles of Association of the Company, it was resolved that:

(a) “Subject to approval by the Grand Court of the Cayman Islands pursuant to Section 14 of the Companies Law (2004 Revision) and pursuant to Article 33 of the Articles of Association of the Company, the authorised share capital of the Company be reduced from £1,000,000,000 divided into 1,000,000,000 shares of £1 each to £1,000 divided into 1,000,000,000 shares of £0.000001 each, and that such reduction of capital be effected by (i) cancelling paid-up capital to the extent of £0.999999 upon each of the 505,000,002 issued shares of £1 each and (ii) by reducing the nominal value of each of the authorised shares of the Company (whether or not issued) from £1 to £0.000001; and

(b) Upon completion of the reduction of capital, the Memorandum of Association of the Company be amended by the deletion of clause 6 and its replacement with the following provision:

“6. The authorised share capital of the Company is £1,000 divided into 1,000,000,000 shares of a nominal or par value of £0.000001 each with power for the Company insofar as is permitted by law to redeem or purchase any of its shares and to increase or reduce the said capital subject to the provisions of the Companies Law (2004 Revision) and the Articles of Association and to issue any part of its capital, whether original, redeemed, increased or reduced with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions and so that unless the conditions of issue shall otherwise expressly declare every issue of shares whether declared to be preference or otherwise shall be subject to the powers hereinbefore contained”;

(c) The Directors of the Company be, and each of them hereby is, authorised for and in the name of the Company to take all such actions, to make all such payments and to execute and deliver any and all such instruments and documents as may be necessary, or, in the opinion of the Directors, desirable or proper, to carry into effect the intent of the foregoing resolution.”

7. The proposed Capital Reduction does not involve an alteration or variation to the rights attached to any shares.
8. The proposed Capital Reduction does not involve the diminution of any liability in respect of issued but unpaid share capital.
9. The amount of approximately £505,000,000 created by the cancellation of the paid-up capital will be used to offset the deficit on the profit and loss reserves account of approximately £447,000,000, with the balance proposed to be repaid to the sole shareholder as it is in excess of the wants of the Company and cannot in the opinion of the Directors any longer be usefully employed in its business.
10. The form of minute proposed to be registered is as follows:

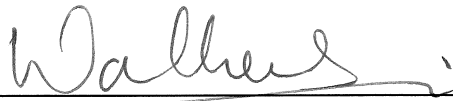
“The authorised share capital of Drax Electric Limited (“the Company”) was by virtue of a Special Resolution of the Company and with the sanction of an Order of the Grand Court dated [●] reduced from £1,000,000,000 divided into 1,000,000,000 shares of £1 each to £1,000 divided into 1,000,000,000 shares of £0.000001 each. At the date of registration of this Minute, 505,000,002 of the said shares have been issued and are fully paid up.”

Your Petitioner therefore humbly prays as follows:-

1. That the Capital Reduction of the Company proposed to be effected by the Special Resolution set forth in paragraph 6 of this Petition may be confirmed and the above-mentioned Minute set forth in paragraph 10 of this Petition approved by the Court.
2. That to this end all necessary inquiries and directions may be made and given.
3. Or that such other Order may be made in the premise as the Court shall deem fit.

AND your Petitioner will ever pray etc.

DATED the 8th day of September, 2005



WALKERS

Attorneys-at-Law for the Petitioner

NOTE: It is not intended to serve this petition on any person.

ENDORSEMENT

This petition, having been presented to the Grand Court of the Cayman Islands on the day of
September 2005, will be heard at the Grand Court of the Cayman Islands on:

DATE: 23rd Sept , 2005

TIME: 10:00 a.m.

(or as soon thereafter as the petition can be heard).

This Petition is presented by Walkers, Attorneys-at-Law, Walker House, Mary Street, PO Box 265 GT, George Town, Grand Cayman, for the Petitioner whose address for service is care of its said Attorneys-at-Law.