

**Commercialization Procedure for Capacities at the
Fos Cavaou LNG Terminal**

Memorandum of Information

Version 3.0 of May 11, 2010

The present document and its Annexes ("Memorandum of Information") are intended to present the commercialization procedure for regasification capacities that must be made available to the market by GDF SUEZ at the Fos Cavaou terminal ("Commercialization Procedure for Capacities at the Fos Cavaou LNG Terminal") pursuant to Decision of the European Commission "C (2009) 9375 final" of December 3, 2009.

The terms used have the meaning given to them in this Memorandum of Information.

Persons interested in this operation are invited to inform themselves and to do the research necessary, in their professional capacity, to determine whether they are interested in participating in the Commercialization Procedure for Capacities at the Fos Cavaou LNG Terminal.

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1 Glossary

The following terms are defined as follows both in the singular and the plural. Capitalized terms not defined in the following table have the meaning given to them in the Memorandum of Information or, where appropriate, in the Access Contract, as published on the website of the Fos Cavaou LNG Terminal Company [*Société du Terminal Méthanier de Fos Cavaou STMFC*]

Access Contract	Access Contract as defined by the STMFC
Additional Capacities	capacities corresponding to 0.175 Gm ³ /year of access capacities at the Fos Cavaou LNG terminal that GDF SUEZ has committed to make available to third party shippers in accordance with the Decision
Address of Qualification	mailing address to which the Request for Qualification should be sent: M. Martin Jahan de Lestang Chef de Projet – Service Portefeuille de Capacités Direction Approvisionnements GDF SUEZ 1, place Samuel de Champlain Faubourg de l'Arche 92930 Paris La Défense Cedex France
Address of Submission	mailing address to which the Request for Allocation should be sent: Procédure Fos Cavaou ADVOLIS à l'attention de M. Patrick de Bonnières 13, avenue de l'Opéra 75001 Paris France
Allocation Rules	process of allocating Batches to Assignees as outlined in Annex 3
Assignee	Qualified Subscriber, having been assigned at least one Batch
Batch	regasification capacity of 1 Gm ³ /year on the LNG terminal at Fos Cavaou, i.e. approximately 12 slots for unloading allocated on a regular basis over the year, beginning on January 1, 2011 and ending no later than 20 years after the Commercial Start of the terminal combined with a "Continuous Emission" Service as defined in the Schedule to the Decree of October 20, 2009, forming a part of the capacities that GDF SUEZ is committed to make available again to third party shippers pursuant to the Decision
Commercialization Procedure for Additional Capacities	procedure described in this Memorandum of Information for transferring capacities relating to the Commercialization Operation for Additional Capacities
Commercialization Procedure for Capacities at the Fos Cavaou LNG Terminal	procedure described in this Memorandum of Information for transfer of capacities that GDF SUEZ has committed to make available to the market at the Fos Cavaou terminal within the framework of the Commitments
Commercial Start	date of commercial start of the Fos Cavaou LNG terminal

Commitments	commitment made by GDF SUEZ and its subsidiaries forming the subject of the Decision
Company Statements	commitments under Form 3 of Annex 1 made by the Registered Subscriber
Confidentiality Agreement	confidentiality agreement entered into between GDF SUEZ and Subscribers prior to the communication by GDF SUEZ of information and confidential documents relating to the Commercialization Procedure for Capacities at the Fos Cavaou LNG Terminal
"Continuous Emission" Service	continuous emission service as defined by the Decree of October 20, 2009 approving the tariffs for using LNG terminals
CRE	the French Energy Regulatory Commission [<i>Commission de Régulation de l'Énergie</i>]
Decision	decision of the European Commission "C (2009) 9375 final"
End of the First Period	end of the first period of commercialization of the Short Term Capacities, currently March 31, 2011
GDF SUEZ	GDF SUEZ S.A.
General Terms and Conditions	terms of the STMFC Access Contract
Group of Related Parties	any group composed of all the Qualified Subscribers who are among themselves Related Parties
Guarantee	guarantee that must be submitted by all Registered Subscribers to be qualified in accordance with Clause 4.2.3. of the Memorandum of Information
Independent Submission Guarantee	bank guarantee
List of Qualified Subscribers	in the Allocation Rules at a given time in the allocation process, list of Qualified Subscribers linked to the List of Requests for a Batch
List of Requests for a Batch	in the Allocation Rules at a given time in the allocation process, list of Requests for a Batch resulting from Valid Requests not yet assigned
List of Requests for a Batch by Lottery	in the Allocation Rules at a given time in the allocation process, list of Requests for a Batch selected for the drawing of lots
LS List	in the Allocation Rules at a given time in the allocation process, list of Requests for a Batch, satisfying a given minimum number of selection criteria (ii) to (iv), and not satisfying criterion (i)
LSC List	in the Allocation Rules at a given time in the allocation process, list of Requests for a Batch satisfying a given minimum number of selection criteria (ii) to (iv), and for a Submitted Duration less than the Maximal Duration
L1 List	in the Allocation Rules at a given time in the allocation process, list of Requests for a Batch satisfying all selection criteria (i) to (iv)
L2 List	in the Allocation Rules at a given time in the allocation process, list of Requests for a Batch satisfying selection criteria (i) and not satisfying all of criteria (ii) to (iv)

L2C List	in the Allocation Rules at a given time in the allocation process, list of Requests for a Batch satisfying selection criteria (i) and a given number of criteria (ii) to (iv) of between 0 and 2.
Maximal Duration	maximal duration associated with a Batch, defined as the period starting on January 1, 2011 and ending 20 years after the Commercial Start
Memorandum of Information	this document and its Annexes
Name of the Group of Related Parties	unique name given to a Group of Related Parties to identify the body of Qualified Subscribers of that Group of Related Parties
Non Valid Request	in the Allocation Rules at a point in the process of allocation, request for allocation rejected and not taken into account later in the allocation process
Number of Batches to be drawn by Lottery	in the Allocation Rules at a given time in the allocation process, number of batches to be drawn by lottery
Number of Non-allocated Batches	in the Allocation Rules at a given time in the allocation process, number of batches remaining to be allocated
N1 Number	in the Allocation Rules at a given time in the allocation process, number of Requests for a Batch from an L1 List
N2 Number	in the Allocation Rules at a given time in the allocation process, number of Requests for a Batch from an L2 List
N2C Number	in the Allocation Rules at a given time in the allocation process, number of Requests for a Batch from an L2C List
NS Number	in the Allocation Rules at a given time in the allocation process, number of Requests for a Batch from an LS List
NSC Number	in the Allocation Rules at a given time in the allocation process, number of Requests for a Batch from an LSC List
Operation for the Commercialization of Additional Capacities	operation of making Additional Capacities available to the market.
Power of Attorney	power of Attorney in favour of at least one person representing the Registered Subscriber and giving that person the powers set forth and described in Form 2 of Annex 1
Punctual Commercialization Procedure for Batches	procedure described in this Memorandum of Information for transferring capacities relating to the Punctual Operation for Batches
Punctual Operation for Batches	punctual operation of making 2 Batches available, described herein
Qualification Deadline	final date for receipt of the qualification documents by GDF SUEZ, set for May 21, 2010 at 17:00 Paris time
Qualified Subscriber	qualified Subscriber
Registered Subscriber	registered Subscriber who has submitted a valid Request for Qualification, and who has received a notice of qualification from GDF SUEZ in accordance with Clause 4.2 of the Memorandum of Information
Related Parties	in relation to a given party, any other legal person or corporate body which is under the control of said party,

	any other legal person or corporate body which controls said party, or any other legal person or corporate body which is under the same control as said party, within the meaning given to these terms in Articles L 233-1 to L 233-4 of the French Commercial Code
Request for a Batch	part of a Request for Allocation relating to one of the two Batches that may be specified in a Request for Allocation
Request for Allocation	request for allocation of capacities which is submitted by a Qualified Subscriber on the basis of Form I of Annex 2 and in accordance with the Memorandum of Information and the Allocation Rules
Request for Qualification	request for qualification submitted by a Registered Subscriber in accordance with the Forms 1, 2, 3 and where applicable 4, of Annex 1
Selection Number	in the Allocation Rules at a given time in the allocation process, given number of calendar years constituting a Submitted Duration or given number of selection criteria satisfied among selection criteria (ii) to (iv)
Short term Capacities	firm capacities at the Fos Cavaou terminal assigned pursuant to the CRE's May 16, 2007 decision
Specific Conditions	specific conditions of STMFC Access Contract
STMFC	Fos Cavaou LNG Terminal Company [<i>Société du Terminal Méthanier de Fos Cavaou</i>]
Submission Deadline	final date for receipt of Requests for Allocation by the Trustee, set for May 28, 2010 at 17:00 Paris time
Submitted Duration	duration of the capacities requested by a Qualified Subscriber, independently for 1 or 2 Batches, and specified in the Request for Allocation. The duration requested is equal to either the Maximal Duration or to a whole number of calendar years between 1 and 19
Subscriber	interested party who wishes to subscribe to proposed regasification capacities within the framework of the Punctual Operation for Batches
Trustee	Trustee within the meaning given in the Commitments
Valid Request	in the Allocation Rules at a given point in the allocation process, validated Request for Allocation to be taken into account later in the allocation process

2 Introduction

Under the COMP/39.316 procedure, the European Commission adopted on December 3, 2009 Decision "C (2009) 9375 final" (the "Decision") making obligations undertaken by GDF SUEZ and its subsidiaries (the "Commitments") legally binding¹.

As part of the Commitments, GDF SUEZ is mainly committed to making available to the market 2.175 Gm³/year regasification capacities at the Fos Cavaou terminal from January 1, 2011, the focus of the Commercialization Procedure for Capacities at the Fos Cavaou LNG Terminal described herein.

The Commitments aim to make two types of capacities available at the Fos Cavaou terminal by GDF SUEZ. Two separate operations for making these available were implemented under said Commercialization Procedure for Capacities at the Fos Cavaou LNG Terminal:

- First, a Punctual Commercialization Procedure for Batches, under which GDF SUEZ intends to sell all or part of 2 Gm³/year of capacities at the Fos Cavaou terminal from January 1, 2011 up to the 20th Anniversary of the Commercial Start of the terminal.

This is the Punctual Operation for Batches which consists of selling one or two Batches of capacity.

As part of the Punctual Operation for Batches, duly qualified shippers are invited to submit Requests for Allocation. These Requests for Allocation will be processed in accordance with the rules for allocation ("Allocation Rules") reproduced in Annex 3 and the principles thereof are described in Section 4.3.5.

- Second, a Commercialization Procedure for Additional Capacities, in which GDF SUEZ intends to make available to the market a regasification capacity of 0.175 Gm³/year combined with approximately two unloadings per year (the "Additional Capacities") from January 1, 2011 up to the 20th anniversary of the Commercial Start of the terminal, this provision being made available as long as the supply capacity assigned pursuant to the CRE decision of May 16, 2007 (the "Short Term Capacities") remains below 1 Gm³/year, and coordinated with the Short Term Capacities.

This is all about the Operation for the Commercialization of Additional Capacities, which consists of making Additional Capacities available to the market.

The methods proposed by GDF SUEZ for the Commercialization Procedure for Capacities at the Fos Cavaou LNG Terminal are presented to the market by GDF SUEZ in the presence of the CRE and the Trustee and there will be dialogue with the market.

The information contained in this document takes precedence over any information previously published or communicated by GDF SUEZ and that is related to the Commercialization Procedure for Capacities at the Fos Cavaou LNG Terminal. The French version takes precedence over the English version.

3 Capacities at the Fos Cavaou terminal and downstream of the terminal

3.1 Access Capacities at the Fos Cavaou terminal

Parties who are allocated regasification capacities within the framework of the Commercialization Procedure for Capacities at the Fos Cavaou LNG Terminal shall be obliged to conclude with the STMFC a contract for access ("Access Contract") to the Fos Cavaou LNG terminal established pursuant to general and specific conditions of access ("General Conditions" and "Specific Conditions"), which are available on the STMFC website.

The Access Contract will include a "ship or pay" clause and yearly and monthly planning for, and intra-monthly reassignment of the shipments, in accordance with the General Conditions.

The General and Specific Conditions for access to the STMFC LNG terminal are available on the website by clicking the following link:

¹ cf. http://ec.europa.eu/competition/antitrust/cases/decisions/39316/proposed_commitments_21102009.pdf

3.1.1 Commercial Start and administrative status of the terminal

For information on the Commercial Start of the terminal or its administrative status, especially regarding authorization for operation, the Subscribers are invited to contact the STMFC directly.

3.1.2 Setting tariffs

Access to LNG facilities is regulated under Article 7 of Law No. 2003-8 of January 3, 2003. In this context, the STMFC offers to third parties regulated access to its LNG terminal.

Article 7 of Law No. 2003-8 of January 3, 2003 provides that "decisions on tariffs are taken jointly by the Ministers of Economy and Energy, based on proposals put forward by the French Energy Regulatory Commission, especially at the request of the operators, for using the transport and gas distribution network and liquefied natural gas facilities".

Decree No. 2005-1616 of December 20, 2005 relating to tariff setting rules for using facilities for liquefied natural gas also stipulates that tariffs for using liquefied natural gas facilities are determined according to the overall operating expenses and capital costs of the operator. The expenses for management, maintenance and security of the facilities are taken into account in the operating expenses. Depreciation of fixed assets and return on capital invested are taken into account in the capital charges.

The tariff is therefore periodically reset to realign operating expenses and capital charges.

The current tariffs in effect were approved by the Minister for Ecology, Energy, Sustainable Development and the Sea by Decree of October 20, 2009 approving the tariffs for using LNG terminals.

These new tariffs comprise tariffs for individual access, terminal by terminal, in order to pass on the costs specific to each terminal only to customers of that terminal.

The regulatory framework for determining tariffs does not permit advance determination of a tariff formula over the long term. According to the decision of the CRE of July 16, 2009 concerning a tariff proposal, the tariff for the Fos Cavaou terminal is expected to apply for a period of 3 years from its Commercial Start.

3.2 Transport capacities downstream of the Fos Cavaou terminal

The entry capacities on the transport network from LNG terminals are being automatically allocated to shippers in accordance with the principles set forth in the Decree of October 6, 2008 approving tariffs for using natural gas transport networks.

The detailed arrangements concerning commitment of Subscribers of the capacities at the Fos PITTM for GRTgaz, operator of the gas transport network downstream of Fos Cavaou, will be those described in the transport tariff in effect.

The Decree of October 6, 2008 published in the Official Gazette of December 24, 2008 approved the tariff proposed by the Energy Regulatory Commission for using the natural gas transport network, applicable from January 1, 2009.

The CRE's tariff proposal of July 10, 2008 for using the natural gas transport network states that:

"The possession of regasification capacity, whatever the duration and level, must lead to the right and obligation to purchase capacities to enter the corresponding transport network. This rule:

- *guarantees shippers that access to the transport system will not pose problems for them if they have subscribed for regasification capacities"*

Accordingly, any shipper subscribing to regasification capacities within the framework of the Commercialization Procedure for Capacities at the Fos Cavaou LNG Terminal will have the right and obligation to subscribe to the capacities for entry to the Fos PITTM on the GRTgaz transport network for the same duration and the same level.

For more information on the GRTgaz transport network, interested persons may visit the GRTgaz website:

<http://www.grtgaz.com>

For information on setting tariffs for the GRTgaz transport network, interested parties may also visit the for the Energy Regulatory Commission website:

<http://www.cre.fr>

4 Punctual Commercialization Procedure for Batches

Interested parties who wish to subscribe for regasification capacities proposed under the Punctual Operation for Batches and who have signed the Confidentiality Agreement (the "Registered Subscribers") are invited to follow the process established for the Punctual Operation for Batches described below.

This process includes 2 successive phases:

1. Qualification of Registered Subscribers;
2. Allocation of Capacities:
 - Submission and allocation of Requests for Allocation by the Qualified Subscribers;
 - Allocation of capacities of the two Batches to the Requests for Allocation;
 - Allocation of capacities to the Qualified Subscribers.

4.1 Description of Batches

As part of the Punctual Commercialization Procedure for Batches, GDF SUEZ proposes to transfer two separate Batches of capacities, each of these Batches are defined as capacities:

- of 1 Gm³/year regasification capacity at the Fos Cavaou terminal;
- associated with approximately 12 slots for unloadings per year, distributed regularly over a year;
- associated with a "continuous emission" Service as defined in the Schedule to the Decree of October 20, 2009 approving the tariffs for using LNG terminals;
- starting on January 1, 2011, and
- ending no later than 20 years after the Commercial Start of the Fos Cavaou terminal;
- of a duration equal to a multiple of calendar years or to the Maximal Duration;
- provided by the STMFC in accordance with the Access Contract; and
- associated with the tariff for using the LNG terminals defined in accordance with existing regulations.

The availability of this or these Batches will be made by GDF SUEZ by transfer of capacity to the party or parties having been allocated these capacities at the end of the Punctual Commercialization Procedure for Batches.

Given that GDF SUEZ's capacities at Fos Cavaou terminal are associated with a "continuous emission" Service as defined in the Schedule to the Decree of October 20, 2009 approving the tariffs for using LNG terminals, the annual number of unloadings will be at least 10.

4.2 Qualification procedure for the Punctual Operation for Batches

In order to participate in the Punctual Operation for Batches, the Registered Subscribers must become qualified by sending to the following address ("Address of Qualification") the qualification documents duly signed or certified, where appropriate, from March 7, 2010 and before the Qualification Deadline, set for May 21, 2010 at 17:00 Paris time:

M. Martin Jahan de Lestang
Chef de Projet – Service Portefeuille de Capacités
Direction Approvisionnements
GDF SUEZ
1, place Samuel de Champlain
Faubourg de l'Arche
92930 Paris La Défense Cedex
France

All documents must be sent by registered mail with acknowledgment of receipt - or by using any other service (such FedEx, DHL, UPS) that will provide the Registered Subscriber with an acknowledgment of receipt - and must be received by GDF SUEZ at the Qualification Address before the Qualification Deadline.

In order to qualify, Registered Subscribers must submit a Request for Qualification in accordance with Form 1 included in Annex 1, and attach to this document:

- a Power of Attorney in accordance with Form 2 included in Annex 1;
- Company Statements, in accordance with Form 3 included in Annex 1; and
- an Independent Submission Guarantee in accordance with Form 4 included in Annex 1, where the Registered Subscribers wish to submit a Guarantee in the form of a bank guarantee.

Each Registered Subscriber shall provide a guarantee ("Guarantee") which may be in the form of a banker's deposit or a bank guarantee payable on first demand from a first class bank for an amount of one million euros (€1M). This warranty will be replaced by the guarantees provided for in the Access Contract if the subscriber is allocated a regasification capacity. Whatever the outcome of the Punctual Operation for Batches, the guarantee shall be returned as soon as possible by GDF SUEZ if the Qualified Subscriber has made its best efforts to comply with the Punctual Commercialization Procedure for Batches.

Within a reasonable period of time from the date of receipt of all the information required for a Registered Subscriber to qualify, GDF SUEZ shall contact the Registered Subscriber to confirm that the latter has qualified by sending to the Principal Point of Contact Form 5 included in Annex 1 or as the case may be to reject its request for qualification. GDF SUEZ will strive to ensure that said period of time does not exceed two (2) working days from receipt of said information. A Registered Subscriber whose qualification has been confirmed by GDF SUEZ is termed a Qualified Subscriber.

GDF SUEZ may refuse to qualify a Registered Subscriber in the event that the latter does not comply with the terms of the Memorandum of Information. Should a Request for Qualification be rejected, GDF SUEZ will explain the reason(s) for the rejection and invite the Registered Subscriber concerned to submit a new Request for Qualification. In such an event, GDF SUEZ will set a deadline for receipt of said new Request for Qualification.

A Qualified Subscriber may withdraw from the Punctual Operation for Batches at any time before the Submission Deadline by transmitting a notice to this effect to GDF SUEZ before said deadline. GDF SUEZ shall endeavour to send the Qualified Subscriber an acknowledgment of receipt of said notice within two (2) working days of the date of receipt of the notice. No liability shall be incurred by GDF SUEZ or the Qualified Subscribers because of the withdrawal of the latter in the circumstances described above.

Qualified Subscribers must notify GDF SUEZ as soon as possible of any change that may affect the information supplied in the qualification documents. In all cases the relevant notice must be received by GDF SUEZ within five (5) working days of the date of occurrence of the change in question. GDF SUEZ will then examine the new information and shall be entitled to request any additional information, documents, commitments or amendments to existing documents already submitted by the Qualified Subscriber.

GDF SUEZ may revoke the qualification of a Qualified Subscriber at any time in the event that:

- The Qualified Subscriber breaches the terms and condition of the qualification procedure; or
- The Qualified Subscriber is no longer entitled to participate in the Punctual Operation for Batches owing to essential changes that have been notified to GDF SUEZ in compliance with the preceding paragraph; or
- It has come to GDF SUEZ's knowledge that the Qualified Subscriber did not fulfil the qualification criteria and does not yet fulfil them, or that some other important objective reason exists for revoking the qualification.

GDF SUEZ shall explain the reason(s) for any such revocation.

4.2.1 Power of Attorney

Each Registered Subscriber must submit a power of attorney bearing the stamp of the company notarially attested, if required by the legislation in force in the country where the Registered Subscriber has its registered offices, in favour of at least one person ("Principal Point of Contact") and giving the latter the powers specified in Form 2 ("Power of Attorney") included in Annex 1; the Registered Subscriber may designate on said Form a second person with the same powers ("Second Point of Contact").

GDF SUEZ shall be entitled, and hereby reserves the right, to request the persons signing the power of attorney to provide additional proof of their authority to delegate the powers specified in the power of attorney.

4.2.2 Company Statements

Each Registered Subscriber shall execute commitments under Form 3 (Company Statements), one of the persons or person receiving the delegated powers established in accordance with Form 2 to sign a statement on behalf of that Registered Subscriber, using Form 3 included in Annex 1.

Registered Subscribers shall in particular be entitled to perform obligations arising from the Punctual Operation for Batches; to comply with the Allocation Rules; to report to GDF SUEZ their Related Parties interested, to their knowledge, in participating in the Punctual Operation for Batches, and to not enter into collusion with other Registered Subscribers with whom they are not Related Parties.

4.2.3 Guarantee

Each Registered Subscriber must submit a guarantee of an amount equal to €1,000,000. The Guarantee may take the form of a bank guarantee or a banker's deposit:

- In the case of a bank guarantee ("Independent Submission Guarantee") the Guarantee must consist of a valid, irrevocable and unconditional first demand bank guarantee designated in euros, issued by a bank whose registered offices are located in a Member State of the European Union and has a rating of at least A by Standard & Poor's and A2 by Moody's. Said guarantee shall expire July 21, 2010, and must be issued in favour of GDF SUEZ in the form and terms specified in Form 4 of Annex 1. It is hereby specified that should a Subscriber that has provided an Independent Submission Guarantee withdraw under the conditions mentioned in Clause 4.1 of the Memorandum of Information, or should the Subscriber fail to qualify, or not be selected as an Assignee, or have signed an Access Contract with the STMFC in accordance with capacities that have been allocated and this in the month following its notification as Assignee, GDF SUEZ shall return the original of said Guarantee as soon as possible after the occurrence of the event in question.

The Independent Submission Guarantee must be received by GDF SUEZ at the Qualification Address by the Qualification Deadline, at the latest.

- In the case of a deposit: the Guarantee must be provided in the form of a payment credited to the following bank account:

Bank:	CALYON
Bank Code:	31489
Bank Sort Code:	00010
Account Number:	00233828879 47
Account Holder:	Gaz de France
Swift Code:	BSUIFRPP
IBAN:	FR 76 3148 9000 1000 2338 2887 947

- The deposit must be effectively paid by the Qualification Deadline. A deposit shall be deemed to be effectively paid when the full amount of the deposit has been credited to the above-mentioned bank account.
- It is hereby specified that should a Subscriber that has provided a banker's deposit withdraw in accordance with Clause 4.3 of the Memorandum of Information, or should the Subscriber fail to qualify or not be selected as an Assignee, or have signed an Access Contract with the STMFC in accordance with capacities that have been allocated and this in the month following its notification as Assignee, GDF SUEZ shall return the deposit guarantee as soon as possible after the occurrence of the event in question. Generally, GDF SUEZ shall return the deposit guarantee as soon as possible if the Subscriber has made its best effort to comply with the Punctual Commercialization Procedure for Batches.

4.3 Process of allocation within the framework of the Punctual Operation for Batches

The capacities proposed as part of the Punctual Operation for Batches shall be allocated in a non-discriminatory and transparent manner defined by the Allocation Rules included in Annex 3.

In case of inconsistency between the allocation principles presented below and the Allocation Rules, the Allocation Rules shall prevail.

GDF SUEZ or related companies of the GDF SUEZ Group within the meaning given in the Commitments shall not be eligible to subscribe capacities within the framework of the Punctual Operation for Batches.

4.3.1 Related Parties

Given the possible use of a lottery in the allocation process and to avoid a Group of Related Parties being overrepresented in the lottery or being allocated two Batches per draw, Qualified Subscribers who are part of a Group of Related Parties must coordinate their action so as to indicate on their Request for Allocation the Name of the Group of Related Parties to which they belong.

Given the rules applicable for lotteries (cf. Clause 4.3.5), in order to maximize its chances for receiving allocations a Group of Related Parties has an interest in grouping together its Requests for a Batch of the same rank of priority in the Request for Allocation of a single Qualified Subscriber.

4.3.2 Submission of a Request for Allocation

Qualified Subscribers are invited to submit a Request for Allocation before the Submission Deadline set for May 28, 2010 at 17:00 Paris time.

This submission should be made using the Request for Allocation Form, reproduced in Annex 2, and sent duly completed and signed to the following address ("Address of Submission"):

Procédure Fos Cavaou
ADVOLIS
A l'attention de M. Patrick de Bonnières
13, avenue de l'Opéra
75001 Paris
France

Qualified Subscribers are invited to inform the Trustee by electronic mail using the following address: Procedure-Cavaou@ADVOLIS.com that they have sent their Requests for Allocation.

The Request for Allocation and annexes must be sent by registered letter with acknowledgment of receipt or by using any other services that provides an acknowledgment of receipt to Registered Subscribers, for example FedEx, DHL, UPS and have been received by the Trustee at the Address of Submission before the Submission Deadline.

There is only one Request for Allocation per Qualified Subscriber. If several Requests for Allocation have been received for the same Qualified Subscriber only the latest Request for Allocation is taken into account.

4.3.3 Management of Requests for Allocation

After the Submission Deadline, the Trustee shall:

- forward to GDF SUEZ Requests for Allocation, excluding attachments on criterion (iv) hereinafter defined in paragraph 4.3.4
- analyze the documents accompanying the Request for Allocation and, following this analysis confirm to GDF SUEZ whether or not criterion (iv) has been satisfied.

Following receipt of this information, GDF SUEZ shall verify the validity of Requests for Allocation received, only valid Requests for Allocation being taken into account during the allocation process.

To be valid, a Request for Allocation must:

- have been submitted by a Qualified Subscriber;
- be duly completed and signed on each page by a person authorized under Power of Attorney and be prepared according to the model in Annex 2;
- include so as to be legible, for Qualified Subscribers forming part of a Group of Related Parties, the Name of the Group of Related Parties to which these related Parties belong;
- include so as to be legible the Submitted Duration for each Batch requested, the Submitted Duration being equal to:
 - either a positive whole number of calendar years between 1 and 19, or
 - the "Maximal Duration" if the Qualified Subscriber wishes to be given capacities for the period starting on January 1, 2011 and ending 20 years after the Commercial Start.

If there is a Request for Allocation of two Batches, the Submitted Durations for each Batch may differ.

If the Request for Allocation is for one Batch, only a non null Submitted Duration can be indicated, the Qualified Subscriber being obliged to complete a Submitted Duration equal to 0 for the Batch that said Qualified Subscriber does not wish to be assigned.

- respond accurately and legibly to selection criteria (ii) to (iv).

A valid Request for Allocation within the meaning of the preceding paragraph is called a Valid Request.

The characteristics of a Valid Request considering only one of the two Batches requested is called a Request for a Batch. Thus, a Valid Request in which two Batches were requested corresponds to two Requests for a Batch, and a Valid Request for one Batch is a Request for a Batch.

A Request for a Batch therefore includes:

- the identity of the Qualified Subscriber,
- if the Qualified Subscriber is part of a Group of Related Parties, the Name of the Group of Related Parties to which the Qualified Subscribers belongs,
- the Submitted Duration,
- the responses to selection criteria (ii) to (iv).

Any Qualified Subscriber that has submitted two Requests for a Batch, and was designated Assignee of a single Batch at the end of the allocation process cannot refuse the award of the Batch assigned to it.

The Trustee and GDF SUEZ together validate the Group of Related Parties, where appropriate by interviewing the Qualified Subscribers.

For each Group of Related Parties, only the two best from the Requests for a Batch are taken into account in the allocation process.

4.3.4 Selection Criteria

The selection criteria are:

- (i) the Submitted Duration requested is equal to the Maximal Duration.
- (ii) The Qualified Subscriber is not already the holder of firm capacities on the Fos Cavaou LNG terminal subscribed for a duration of more than 3 years.
- (iii) The Qualified Subscriber is the holder, on the day of its request, of a supply authorization enabling the supply of gas to domestic customers, non-domestic customers or industrial customers in France.
- (iv) The Qualified Subscriber provides, on the day of the request, proof that it is the holder of one or more LNG supply contract(s), or, in the absence of this, the signature of a legally binding Memorandum of Understanding, if need be attached to suspensive conditions precedent, aiming at the conclusion of such a contract².

Requests for a Batch, where criterion (i) is not fulfilled, shall also be classified in order of priority according to the Submitted Duration.

4.3.5 Allocation

The allocation procedure is described in the Allocation Rules contained in Annex 3. This procedure is illustrated below and can be summarized as follows:

- The Requests for a Batch that satisfy the four criteria (i) to (iv) shall be assigned in order of priority the two Batches, a lottery being organized when a decision has to be made between several Requests for a Batch;
- After the application of the preceding paragraph and if one or two Batches have not been assigned, Requests for a Batch satisfying criterion (i) are in order of priority assigned one or two Batches selecting in order of priority Requests for a Batch that satisfy the greatest number of

² The agreement between GDF SUEZ and the Trustee engages the Trustee to the strictest confidentiality. It is available on GDF SUEZ website: <http://www.gdfsuez.com/fr/engagements/engagements-vis-a-vis-de-la-commission-europeenne/engagements-vis-a-vis-de-la-commission-europeenne/>.

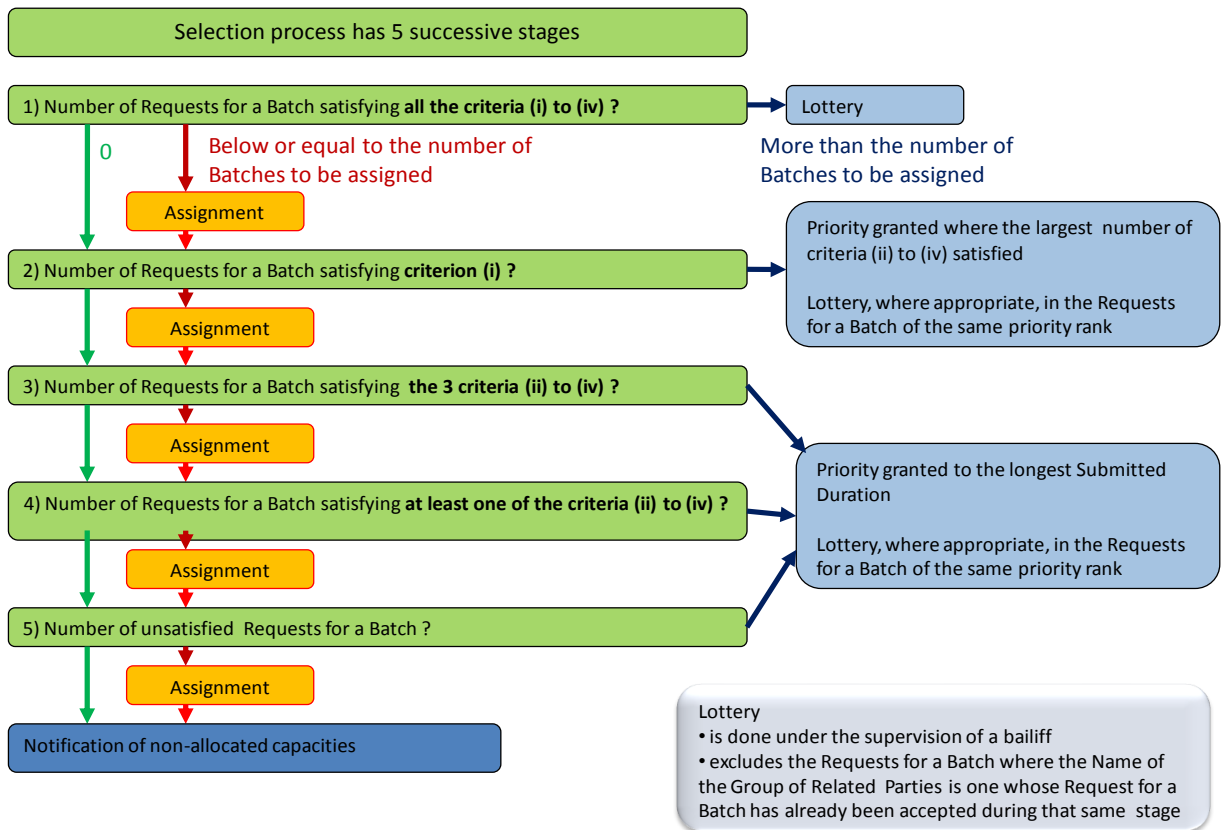
Nevertheless, in case of an express request of the Qualified Subscriber, conditions of confidentiality of the data transmitted to the Trustee regarding the selection criterion iv) will be formalized by a confidentiality agreement between the Trustee and the Qualified Subscriber.

criteria (ii) to (iv), a draw by lots being organized when a decision has to be made between several Requests for a Batch;

- Following the application of the preceding paragraph and if one or two Batches have not been assigned, Requests for a Batch are in order of priority assigned one or two Batches based on:
 - o Having first priority, the fact that the Requests for a Batch satisfy three or at least one of criteria (ii) to (iv);
 - o Having second priority, from the Submitted Duration of the Requests for a Batch;
- a lottery being organized when a decision has to be made between several Requests for a Batch.

It should be noted that if at a given stage of the allocation process, a lottery is necessary, and two Requests for a Batch from the same Qualified Subscriber have been selected, then said Qualified Subscriber is doubly represented in the draw since it makes an appearance there on account of each of its two Requests for a Batch.

On the other hand, only one or more Request(s) for a Batch (in the case of Request for Allocation for two Batches) of a single Qualified Subscriber of a Group of Related Parties is or are selected to participate in a lottery at a given stage of the allocation process.



4.3.6 Information on Qualified Subscribers after Allocation

After this allocation procedure, GDF SUEZ will:

- communicate the results of the Punctual Operation for Batches to the Qualified Subscribers;
- send to the Assignees, not later than June 3, 2010, Confirmation Form included in Annex 2;

- notify the STMFC of the identity of the Assignees and the nature of the Batches which have been allocated to them; and
- declare the closure of the Punctual Operation for Batches.

After GDF SUEZ notifies STMFC of the identity of the Assignees and the nature of the Batches assigned to them, the STMFC shall prepare the Access Contracts of the Assignees and hand them over, duly initialled.

In accordance with Company Statements, any Qualified Subscriber who was assigned a Batch shall return:

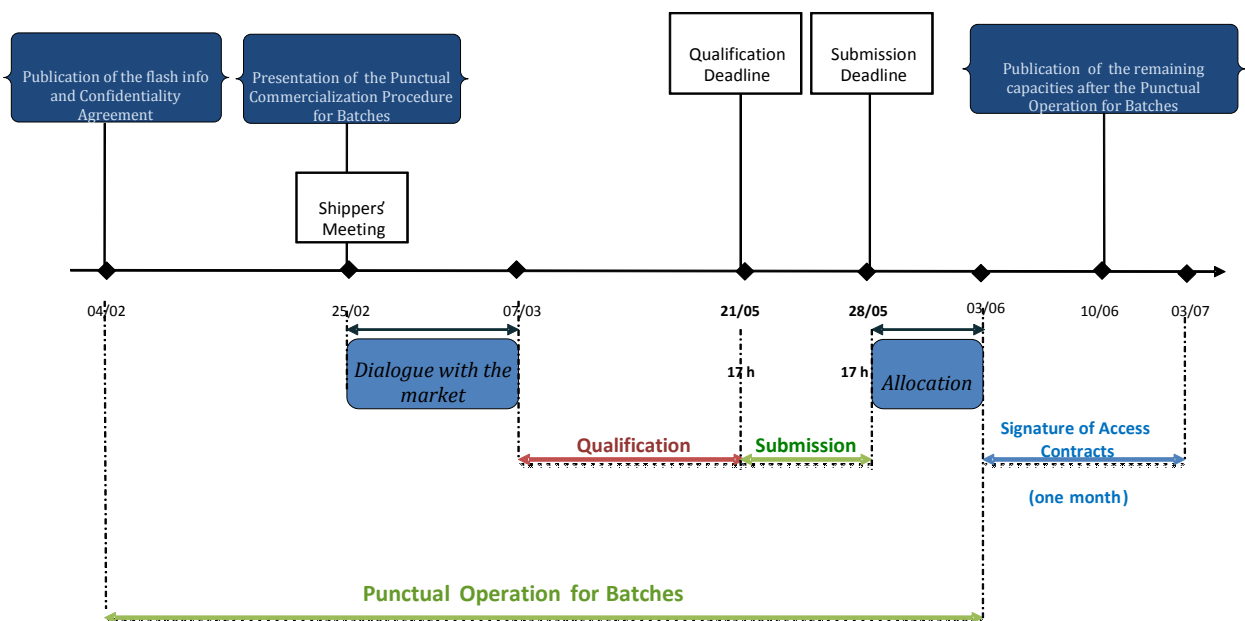
- the signed transfer agreement in annex 4 within 10 worked days after reception
- and the Access Contract previously notified by the STMFC, duly signed and initialled no later than July 3, 2010.

4.4 Process of making the Remaining Capacities Available after the Punctual Operation for Batches

In the event the Assignee Subscribers had not made commitments over the entire period being considered or for all the proposed capacities, the remaining capacities shall again be offered to the market once a year under the terms of the Punctual Commercialization Procedure for Batches.

4.5 Additional Information and Timetable

The key deadlines in the context of the Punctual Operation for Batches are presented below.



During the Punctual Operation for Batches, the Registered Subscribers are invited to ask GDF SUEZ any question relating to the provision of capacity by using the following dedicated address:

cavaou-release@GDFSUEZ.com

5 Commercialization Procedure for Additional Capacities

The Commercialization Procedure for Additional Capacities in accordance with the Commitments proposes that:

- separate processes are implemented for the allocation of Additional Capacities made available:
 - between January 1, 2011 and the end of the first period of marketing of Short Term Capacities, i.e. March 31, 2011 (the “End of the First Period”); and
 - between the day after the end of the First Period and the 20th anniversary of the Commercial Start of the Fos Cavaou terminal.
- the Additional Capacities are primarily allocated to shippers who have subscribed Short Term Capacities.

5.1 Allocation of Additional Capacities before the end of the First Period

The Additional Capacities made available between January 1, 2011 and the end of the first period correspond to a right to regasify energy of 514 GWh - without unloading slot - over the first quarter of 2011.

GDF SUEZ has notified the shippers that have subscribed Short Term Capacities that they may, from March 7, 2010 until December 1, 2010, subscribe with GDF SUEZ for all or part of the Additional Capacities before the End of the First Period, these capacities being assigned on a first come, first served basis.

If the Additional Capacities are not assigned to all shippers who subscribed for Short Term Capacities by December 1, 2010, then GDF SUEZ will offer to all shippers the Additional Capacities remaining from December 1, 2010 until the End of the First Period.

5.2 Allocation of Additional Capacities after the End of the First Period

The Additional Capacities made available after the end of the First Period shall be allocated by GDF SUEZ in accordance with the Commitments, based on procedures currently being developed.

Annex 1: Qualification Forms

- Form 1: Request for Qualification
- Form 2: Power of Attorney
- Form 3: Company Statements
- Form 4: Independent Submission Guarantee
- Form 5: Acceptance of Qualification

Form 1: Request for Qualification

Name of the Company:

.....

For the attention of:

M. Martin Jahan de Lestang
Chef de Projet – Service Portefeuille de Capacités
Direction Approvisionnements
GDF SUEZ
1, place Samuel de Champlain
Faubourg de l'Arche
92930 Paris La Défense Cedex
France

Date:

Further to GDF SUEZ's communication about the Punctual Commercialization Procedure for Batches at the Fos Cavaou LNG Terminal, pursuant to Decision of the European Commission "C (2009) 9375 final", within the framework of the Punctual Operation for Batches, we would like to participate in said Punctual Operation for Batches.

To this end, we hereby send you Form 2 (Powers of Attorney) and Form 3 (Company Statements), based on the models attached to the Memorandum of Information, duly completed, signed and initialled.

(Delete as appropriate) Furthermore, we send you our bank guarantee based on the model attached to the Memorandum of Information.

(Delete as appropriate) Furthermore, we hereby inform you that we have made a bank transfer in accordance with the Punctual Commercialization Procedure for Batches in order to provide our guarantee.

Name/Title:

Company:

Signature:

Attachments.

- Power of Attorney;
- Company Statements; and
- Independent Submission Guarantee *(delete as appropriate)*

Form 2: Power of Attorney

I, the undersigned

(First Name, SURNAME)

Acting in the capacity of

(Position)

Representing the company:

(Name of Company)

With registered offices
at:

(Address of registered
offices)

Registered in the:

With the number

(hereinafter referred to as "the Company")

Hereby authorize the following Points of Contact:

1. Principal Point of Contact

First name, SURNAME:	.....
Position within the company:	.....
Address:	..... .....
Telephone number:	.....
Fax number:	.....
E-mail:	.....
Date, signature:	.....

2. Second Point of Contact

First name, SURNAME:	.....
Position within the company:	.....
Address:	..... .....
Telephone number:	.....
Fax number:	.....
E-mail:	.....
Date and signature:	.....

To carry out, for and on behalf of the Company, the following actions in relation to the Punctual Operation for Batches, organized by GDF SUEZ:

- Sign and make all necessary company statements to qualify as a Qualified Subscriber (including in particular the statements that must be made in accordance with Form 3);
- Submit a Request for Allocation and transmit or receive communications concerning the Punctual Operation for Batches, and, as and when appropriate, conclude the Access Contract;
- Sign and endorse any document, contract, commitment, whatever its nature, in relation to the Punctual Operation for Batches;
- Take, on behalf of the Company, any other measures that are necessary or appropriate for the purposes of the Punctual Operation for Batches;
- Perform all reasonably necessary actions to fulfil the Company's obligations resulting from the Punctual Operation for Batches.

The terms have the meaning defined in the Memorandum of Information.

Done in: (Place)	.....
On: (Date)	.....
Signature of the grantor of the Power of Attorney:	
In the presence of ³ : (Name and function):	.....
Signature:	

³ In some countries the signature of a notary may be required.

Form 3 – Company Statements

TO: GDF SUEZ

I, the undersigned (name of one of the persons designated in Form 2) duly authorized to make statements concerning the matters described below, accept, confirm and guarantee the following on behalf of

.....

(the "Company")

1. The Company is duly incorporated as a company, operates legally in accordance with the law applicable to it and pursues commercial activities;
2. The financial situation of the Company is sound, the Company is capable of paying its debts on time, it is not insolvent and is not in receivership or liquidation;
3. The Company is capable of fulfilling its obligations resulting from the Punctual Operation for Batches, and the fulfilment of said obligations has been duly authorised, where appropriate, by all the decisions required of the Company's decision-making bodies. Said obligations (including any subsequent agreement) constitute, for the Company, valid and unconditional obligations, which apply to it in accordance with their terms, except where said application is limited by the legislation in force concerning bankruptcy, insolvency and/or reorganisation or any other similar law;
4. The obligations of the Company pursuant to the Punctual Operation for Batches are not in conflict with, nor do they infringe or violate, any law applicable to the Company nor any provision of its Articles of Association nor any applicable decision or judgement of a court or of any other public body, nor do they entail non-compliance with the terms of a contract or agreement to which the Company is party or by which it is bound;
5. The obligations of the Company pursuant to the Punctual Operation for Batches do not require the Company to obtain any approval, authorization, measure, submission or notice from any public body or other competent legal person nor registration with, or notification of, any public body or other competent legal person under the provisions of any law, agreement or contract to which the Company is party or by which it is bound; or, where required, that such approvals, authorizations, measures, submissions or notices have been duly obtained, carried out or performed and are fully valid and applicable or shall be obtained, carried out or performed within the established time limits;
6. To the best of the knowledge of the Company, no entity in relation to which the Company is a Related Party wishes to submit a Request for Allocation without informing GDF SUEZ of this fact;
7. The Company shall observe the Punctual Commercialization Procedure for Batches;
8. The Company has not entered into collusion nor shall it enter into collusion with other Qualified Subscribers in the framework of the Punctual Operation for Batches in order to obtain an advantage. In spite of the foregoing, the Company may conclude agreements with one or more Related Parties concerning their joint participation or that of a Related Party in the Punctual Operation for Batches, provided they give GDF SUEZ prior notice thereof;
9. The Company agrees that all actions carried out by itself or on its behalf in its capacity as Qualified Subscriber should be considered as having taken place in France;
10. The Company hereby declares that it is familiar with the clauses and conditions concerning the Access Contract. Should the Company be allocated regasification capacities following the Punctual Operation for Batches, it agrees to be bound by said clauses and conditions. Furthermore, the Company undertakes to return the Access Contract, duly signed and initialled, in accordance with said clauses and conditions, at the latest within one month of the date of receipt, by GDF SUEZ, of the Confirmation Form;
11. In accordance with the Punctual Commercialization Procedure for Batches, the Company has provided or shall provide a guarantee ("Guarantee"), for a principal amount equivalent to €1,000,000. This Guarantee is constituted by means of (a transfer to GDF SUEZ 's bank account) / (an Independent Submission Guarantee) (Delete as appropriate);
12. The Company has accepted and endorsed the terms of the present Company Statements in its own name (rather than acting as an agent, trustee or in any other capacity);
13. The Company undertakes to file, in accordance with the Punctual Commercialization Procedure for Batches, a Request for Allocation for one or two Batches of 1 Gm3/year of capacities, the Submitted Duration applying to a

positive whole number in relation to calendar years not exceeding the Maximal Duration, or being the Maximal Duration;

The Company fully understands and agrees that the Request for Allocation made during the Punctual Operation for Batches is irrevocably binding.

The Company fully understands and agrees that, where appropriate, having submitted a Request for Allocation for two Batches, it cannot refuse to be Assignee of a single Batch at the end of the allocation process.

The capitalised terms used in this Form have the meaning given to them in the present Memorandum of Information.

This Form is governed by, and should be interpreted in accordance with, French legislation.

Name: (it must be that of a person designated in Form 2)	Position:
.....

Signature: (it must be that of a person designated in Form 2)

.....

Date:

Form 4: Independent Submission Guarantee

M. Martin Jahan de Lestang
Chef de Projet – Service Portefeuille de Capacités
Direction Approvisionnements
GDF SUEZ
1, place Samuel de Champlain
Faubourg de l'Arche
92930 Paris La Défense Cedex
France

"Dear Sirs/Mesdames,

We are acting on instructions from our client, (Company), in the framework of the Punctual Operation for Batches, for which a Request for Allocation must be submitted by (the Company) by May 28, 2010 at 17:00 Paris time at the latest, and which aims to conclude an Access Contract to the Fos Cavaou LNG terminal between, on the one hand, the Assignees resulting from the Punctual Operation for Batches and, on the other, the STMFC

Under the terms and conditions of the Punctual Commercialization Procedure for Batches, relating to the Punctual Operation for Batches (the Company) – together with all other Registered Subscribers that wish to qualify for the Punctual Operation for Batches– must provide GDF SUEZ with a guarantee to cover the Company's obligations under the Punctual Operation for Batches.

Therefore we, the undersigned (Name of bank), with registered offices in a Member State of the European Union and having rating of at least A by Standard & Poor's and A2 by Moody's on the date of issue of the present guarantee (hereinafter "the Bank"), irrevocably and unconditionally undertake to pay GDF SUEZ upon first demand, the principal amount of €1,000,000 in respect of the Punctual Operation for Batches, within five (5) working days (i.e. on a day when the banks are open in the financial market of (locality of Bank's registered offices), immediately upon request made by GDF SUEZ by registered letter with acknowledgement of receipt to the following address (Address of Bank), in accordance with the Model Form which is attached to the present guarantee and which forms an integral part of this document.

This guarantee is given in the form of an autonomous and independent guarantee payable upon first request and the Bank hereby expressly renounces any right to invoke any exception resulting from another agreement, including the Access Contract, to delay or refuse payment of the amounts payable under the present guarantee, including, among said exceptions, any disputes, legal proceedings or arbitration procedures relating to the Access Contract.

The present guarantee is concluded "intuitu personae". The present guarantee shall come into force at the latest on May 28, 2010 at 17:00 Paris time and shall expire July 21, 2010.

In the event that no capacity is allocated to (the Company) following the Punctual Operation for Batches, the present guarantee shall expire on the date of receipt by (the Company) of the notice sent by GDF SUEZ informing it that no capacities have been allocated to it.

Upon expiry of the guarantee, the present original document shall be returned to us as soon as possible

The present guarantee may only be called upon once, and only for the maximum principal amount.

The terms and expressions used in the present guarantee have the meaning given to them in the Memorandum of Information.

The present guarantee is governed by French law and any dispute arising in relation to the present guarantee shall fall within the exclusive competence of the Paris Commercial Court.

Yours faithfully,"

ANNEX to the Independent Submission Guarantee

(To be sent by registered mail with acknowledgment of receipt)

I, the undersigned, representing the Company GDF SUEZ S.A., a public limited liability company with a capital of €2,260,976,267, with registered offices at 16-26 rue du Docteur Lancereaux, 75 008 Paris, France, registered in the Paris Registry of Trade and Companies with the number Paris 542 107 651 in my capacity as

hereby notify (the Bank) that the amount of €1,000,000 is immediately payable by bank transfer to account number held in the name of at (the banking establishment), in respect of the Independent Submission Guarantee given by the (Bank) on(date).

Done in Paris, on

Form 5 – Acceptance of Qualification

A

(First Name, SURNAME of Principal Point of Contact)

(Position of Principal Point of Contact)

(Name of the Company)

With registered offices at (Address of registered offices)

Registered in: With number

Re: Acceptance of your Request for Qualification for the Punctual Operation for Batches

We hereby acknowledge receipt all the documents necessary for your qualification duly completed and certify that we have accepted your Request for Qualification and participation in the Punctual Operation for Batches as a Qualified Subscriber.

The capitalized terms used in this Form have the meaning given to them in the Memorandum of Information

This form is governed by, and must be interpreted in accordance with, French legislation.

May we draw your attention to the fact that you have an obligation to continue to fulfil the qualification requirements set out in the Punctual Commercialization Procedure for Batches.

Signature (for and on behalf of GDF SUEZ)

Name

Date

Annex 2: Subscription Forms

- Form I: Request for Allocation
- Form II: Confirmation

Form I: Request for Allocation – page 1/2

Submission Address:
Procédure Fos Cavaou
ADVOLIS
For the attention of M. Patrick de Bonnières
13, avenue de l'Opéra
75001 Paris
France

Identification of Qualified Subscriber

Name of Company:
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(hereinafter "Qualified Subscriber")
 Represented by

Surname, First Name:
----------------------	-------

(hereinafter "Representative of the Qualified Subscriber")

Hereby submits its Request for Allocation within the framework of the Punctual Operation for Batches.

I hereby declare that I am authorised by virtue of the Power of Attorney to submit the present Request for Allocation which unconditionally and irrevocably commits the Qualified Subscriber, should it be designated Assignee of the whole or a part of its Request for Allocation, to sign an Access Contract with "continuous emission" Service in accordance with the Punctual Commercialization Procedure for Batches.

The terms and expressions used in the present document have the meaning given to them in the Memorandum of Information.

Identification of the Name of the Group of Related Parties (*)

Name of Company:
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* indicate, where appropriate in the form of the unique name of the Group of Related Parties to which the Qualified Subscriber belongs.

Signature of the Representative of the Qualified Subscriber

Surname, First Name:		Place, date:		Signature:	
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Form I : Request for Allocation – page 2/2

Selection Criteria

Selection Criterion (i)

	Submission Date* From January 1, 2011
First request for a Batch	
Second request for a Batch	

* Indicate in the form of a whole number between 1 and 19 corresponding to the number of calendar years, or in the form of the term "Maximal Duration" (corresponding to a Batch starting from January 1, 2011 and ending on the date of the 20th anniversary of the Commercial Start of the Fos Cavaou terminal). Any other reference, or a lack of reference, or "0" shall correspond to no request for a Batch.

Selection Criterion (ii)

I declare that the Qualified Subscriber (is)/(is not) (*delete as appropriate*) already the holder of firm capacities on the Fos Cavaou LNG terminal subscribed for over 3 years.

Selection Criterion (iii)

I declare that the Qualified Subscriber (is)/(is not) (*delete as appropriate*) the holder of a supply authorization enabling the supply of gas to domestic customers, non-domestic customers or industrial customers in France.

Selection Criterion (iv)

(if appropriate, provide an attachment as proof of the Request for Allocation))

I declare that the Qualified Subscriber (provides) / (does not provide) (*delete as appropriate*) proof that it is the holder of one or more LNG supply contract(s) or, in the absence of this, the signature of a legally binding Memorandum of Understanding, if need be attached to suspensive conditions precedent, aiming at the conclusion of such a contract.

Signature of Representative of Qualified Subscriber

Surname, First Name:		Place, date:		Signature:	
----------------------------	--	-----------------	--	------------	--

Validation of the Selection Criterion (iv) by the Trustee

I declare that the Qualified Subscriber (provides) / (does not provide) (*delete as appropriate*) proof that it is the holder of one or more LNG supply contract(s) or, in the absence of this, the signature of a legally binding Memorandum of Understanding, if need be attached to suspensive conditions precedent, aiming at the conclusion of such a contract.

Signature of Trustee

Surname, First Name:		Place, date:		Signature :	
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Form II: Confirmation

For the attention of:

Identification of the Qualified Subscriber

Company Name :
----------------	-------

(hereinafter referred to as the "Qualified Subscriber")

Represented by

First Name, Surname:
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(hereinafter referred to as the "Representative of the Qualified Subscriber")

Address
---------	-------------------------

Re: Confirmation of selection of Request for a Batch

Please note that (the first Request for a Batch) / (the second Request for a Batch) / (the two Requests for a Batch) (delete as appropriate) of your Request for Allocation was selected / were selected (*delete as appropriate*) in accordance with the Allocation Rules for the Punctual Operation for Batches.

The capitalized terms used in this Form have the meaning given to them in this Memorandum of Information. This form is governed by, and should be interpreted in accordance with French legislation.

According to Company Statements submitted this Confirmation unconditionally and irrevocably commits the Qualified Subscriber designated Assignee to sign an Access Contract of the "continuous emission" Service type in accordance with the Punctual Commercialization Procedure for Batches

Signature (for and on behalf of GDF SUEZ):

Name

Date

Annex 3: Allocation Rules

1. Definitions

1.1 The definitions are those in this Memorandum of Information.

2. General

2.1 The Submission Deadline is May 28, 2010 at 17:00 Paris time. GDF SUEZ reserves the right, however, to change the Submission Deadline or to postpone it by simply notifying the Qualified Subscribers and Registered Subscribers of a new Submission Deadline at any time before the Submission Deadline.

2.2 GDF SUEZ reserves the right to amend all or part of the Allocation Rules, subject to prior approval of the Trustee and informing all Qualified Subscribers and Registered Subscribers within a reasonable time before the Submission Deadline. GDF SUEZ shall incur no liability by making such amendments.

2.3 If, because of amendment of the Allocation Rules in accordance with Clauses 2.1 and 2.2, a Qualified Subscriber decides to withdraw its Request(s) for Allocation, it shall inform GDF SUEZ of this without delay. GDF SUEZ shall then cancel the Request(s) for Allocation of that Qualified Subscriber and shall provide it with a document confirming the cancellation. The Qualified Subscriber and GDF SUEZ cannot be held liable in the event such cases occur.

2.4 In case of dispute or controversy arising from the Allocation Rules or in connection therewith, particularly arising from the interpretation or application of the Allocation Rules, the form, content, validity or the date of receipt of a Request for Allocation, the case shall be brought before the Commercial Court of Paris, France, which shall have exclusive jurisdiction in the matter.

2.5 The allocation process concerns the Requests for Allocation of Qualified Subscribers within the framework of the Punctual Operation for Batches.

2.6 The Qualified Subscribers shall submit to the Address of Submission before the Submission Deadline their Requests for Allocation designed on the basis of the Request for Allocation Form reproduced in Annex 2 of the Memorandum of Information, duly completed, in accordance with modalities described in Clause 3.6.

2.7 The process of allocation is first a process of handling Requests for Allocation, in accordance with the modalities described in Section 3 of the Allocation Rules.

2.8 The selection criteria are those mentioned in paragraph 4.3.4 of the Memorandum of Information.

2.9 The allocation process consists next in a selection process involving up to 5 successive stages, as described in Section 4 of the Allocation Rules. At the end of one stage, we move to the next stage until the number of Batches remaining to be allocated is zero.

2.10 At the end of the selection process, two Batches have been assigned or the Requests for a Batch have been satisfied.

2.11 The Assignees are the Qualified Subscribers who have been assigned one or two Batches according to their Requests for a Batch.

3. Processing of Requests for Allocation

3.1 The Trustee shall verify if the Qualified Subscriber has provided or has not provided evidence to meet criterion (iv). If the indication given by the Qualified Subscriber concerning criterion (iv) is different from that which the Trustee expects about the same criterion (iv), then the

Trustee may request the Qualified Subscriber to resend a Request for Allocation before the Submission Deadline.

- 3.2 The Trustee will make available to GDF SUEZ the Requests for Allocation it has received, with the exception of attachments provided as evidence that the Qualified Subscriber meets criterion (iv). If a Request for Allocation of a Qualified Subscriber is not valid under clauses 3.6, then GDF SUEZ may request the Qualified Subscriber to resend a Request for Allocation before the Submission Deadline.
- 3.3 The Trustee shall state on each of the Request for Allocation Forms received at the Address of Submission no later than the Submission Deadline if the Qualified Subscriber has provided or has not provided evidence to meet criterion (iv).
- 3.4 The Trustee shall notify GDF SUEZ of the Requests for Allocation, with the exception of attachments provided as evidence that the Qualified Subscriber meets criterion (iv).
- 3.5 In the event several Requests for Allocation have been received from a Qualified Subscriber before the Submission Deadline, GDF SUEZ shall only consider the last request received before the Submission Deadline.
- 3.6 To be accepted as valid by GDF SUEZ, the Request for Allocation of a Qualified Subscriber must fulfil the following conditions ("Valid Request"):
 - 3.6.1 have been communicated by registered letter with acknowledgment of receipt or by using any other service that provides an acknowledgement of receipt to the Registered Subscriber, for example FedEx, DHL, UPS;
 - 3.6.2 have been received before the Submission Deadline;
 - 3.6.3 have been submitted by a Qualified Subscriber;
 - 3.6.4 be designed using the Request for Allocation Form reproduced clearly and legibly in Annex 2;
 - 3.6.5 indicate accurately the Name of the Group of Related Parties in the event the Qualified Subscriber belongs to a Group of Related Parties;
 - 3.6.6 indicate the Submitted Duration for each Batch requested;
 - 3.6.7 indicate accurately if the Qualified Subscriber is or is not already the holder of firm capacities on the Fos Cavaou LNG terminal subscribed for a duration over 3 years;
 - 3.6.8 indicate accurately if the Qualified Subscriber is or is not the holder of a supply authorization enabling the supply of gas to domestic customers, non-domestic customers or industrial customers in France;
 - 3.6.9 indicate whether the Qualified Subscriber provides or does not provide proof that the Qualified Subscriber holds of one or more LNG supply contract(s) or, in the absence of this, the signature of a legally binding Memorandum of Understanding, if need be attached to suspensive conditions precedent, aiming at the conclusion of such a contract; and
 - 3.6.10 is duly completed and signed by one of the persons authorized pursuant to the Power of Attorney Form duly completed by the Qualified Subscriber.
- 3.7 If the Request for Allocation of a Qualified Subscriber is not valid, then the Request for Allocation of that Qualified Subscriber is invalid ("Non Valid Request"). The invalid request is not considered in the rest of the allocation process.

- 3.8 For each Valid Request, the Trustee's indication on criterion (iv) is the only indication retained regarding whether the Qualified Subscriber has met criterion (iv) or not.
- 3.9 Each Valid Request is converted into one or two Requests for a Batch, depending on the number of Batches requested.
- 3.10 Each Request for a Batch not bearing the Name of the Group of Related Parties is completed by identifying the Name of the Group of Related Parties as the Qualified Subscriber.
- 3.11 The Trustee and GDF SUEZ shall identify and validate together the Groups of Related Parties, where appropriate by interviewing the Qualified Subscribers.
- 3.12 For each Group of Related Parties, only the two best Requests for a Batch in terms of selection criteria according to the ranking order established by the process of allocation of the Group of Related Parties are retained in the course of the process. If for a given Group of Related Parties the number of the best Requests for a Batch is more than 2, then a lottery is held under the supervision of the bailiff to select 2. Other Requests for a Batch from Groups of Related Parties are eliminated in the course of the allocation process.
- 3.13 GDF SUEZ shall draw up the List of Qualified Subscribers for which GDF SUEZ has at least one Request for a Batch following the application of the foregoing Clauses.
- 3.14 GDF SUEZ will draw up a List of Requests for a Batch.
- 3.15 GDF SUEZ will start the Number of Non-allocated Batches at 2.

4. Selection process

- 4.1 During the selection process, in the case of the assignment of a Batch, GDF SUEZ shall take the following steps:
 - 4.1.1 GDF SUEZ will decrease by 1 the Number of Non-allocated Batches.
 - 4.1.2 The List of Requests for a Batch is reduced by the Request for a Batch that is assigned a Batch.
 - 4.1.3 If the Qualified Subscriber who has been assigned a Batch is no longer the holder of a Request for a Batch on the List of Requests for a Batch, GDF SUEZ then removes it from the List of Qualified Subscribers.
- 4.2 During the selection process, when the Number of Non-allocated Batches is zero, the selection process is completed.
- 4.3 GDF SUEZ will identify on the List of Requests for a Batch the L1 List and the N1 Number of Requests for a Batch that meet all the selection criteria (i) to (iv).
 - 4.3.1 If the N1 Number is equal to 0, then the allocation process continues to Clause 4.4.
 - 4.3.2 If the N1 Number is equal to 1, then GDF SUEZ shall assign a Batch pursuant to the Request for a Batch from the L1 List and the allocation process continues to Clause 4.4.
 - 4.3.3 If the N1 Number is equal to 2 and the Number of Non-allocated Batches is equal to 2, then GDF SUEZ shall assign two Batches according to the two Requests for a Batch from the L1 List.
 - 4.3.4 GDF SUEZ shall apply the provisions of Section 5 of the Allocation Rules, the List of Requests for a Batch by Lottery being the L1 List, and the Number of Batches to be drawn by Lottery being equal to the Number of Non-allocated Batches.

- 4.4 GDF SUEZ shall identify on the List of Requests for a Batch the L2 List and the N2 Number of Requests for a Batch that meet selection criterion (i).
 - 4.4.1 If the N2 Number is equal to 0, then the allocation process continues to Clause 4.5.
 - 4.4.2 If the N2 Number is equal to 1, then GDF SUEZ shall assign a Batch pursuant to the Request for a Batch from the L2 List and the allocation process continues to Clause 4.5.
 - 4.4.3 If the N2 Number is equal to 2 and the Number of Non-allocated Batches is equal to 2, then GDF SUEZ will assign two Batches in accordance with the two Requests for a Batch from the L2 List.
 - 4.4.4 GDF SUEZ shall start the Selection Number at 2.
 - 4.4.4.1 GDF SUEZ will identify, on the L2 List, the L2C List, and the N2C Number of Requests for a Batch, where the number of selection criteria (ii) to (iv) satisfied is equal to the Selection Number.
 - 4.4.4.2 If the N2C Number is 0, then the process of allocation continues to Clause 4.4.4.6.
 - 4.4.4.3 If the N2C Number is equal to 1, then GDF SUEZ will assign a Batch pursuant to the Request for a Batch from the L2C List and the allocation process continues to Clause 4.4.4.6.
 - 4.4.4.4 If the N2C Number is 2 and the Number of Non-allocated Batches is equal to 2, then GDF SUEZ will assign two Batches according to the two Requests for a Batch from the L2C List.
 - 4.4.4.5 GDF SUEZ will apply the provisions of Section 5 of the Allocation Rules, the List of Requests for a Batch by Lottery being the L2C List and the Number of Batches to be drawn by Lottery being equal to the Number of Non-allocated Batches.
 - 4.4.4.6 If the Selection Number is greater than or equal to 1, then the Selection Number is reduced by 1 and the process of allocation continues to Clause 4.4.4.1.
- 4.5 GDF SUEZ will apply the provisions of Section 6 of the Allocation Rules, the LS List being, on the List of Requests for a Batch, the List of Requests for a Batch satisfying the 3 selection criteria (ii) to (iv).
- 4.6 GDF SUEZ will apply the provisions of Section 6 of the Allocation Rules, the LS List being, on the List of Requests for a Batch, the List of Requests for a Batch satisfying at least 1 selection criterion of the selection criteria (ii) to (iv).
- 4.7 GDF SUEZ shall apply the provisions of Section 6 of the Allocation Rules, the LS List being the List of Requests for a Batch.
- 4.8 The selection process is complete.
- 5. Under the Lottery procedure**
 - 5.1 The lottery takes place only among Requests for a Batch from the List of Requests for a Batch by Lottery, and for the Number of Batches to be drawn by Lottery.
 - 5.2 The bailiff identifies the Requests for a Batch from the List of Requests for a Batch by Lottery.

- 5.3 If a Group of Related Parties is represented by several Qualified Subscribers on the List of Requests for a Batch by Lottery, then one of two Requests for a Batch from this Group of Related Parties is removed from the List of Requests for a Batch by Lottery.
- 5.4 A lottery takes place under the supervision of the bailiff.
- 5.5 The bailiff records the Request for a Batch drawn by lottery. If the Request for a Batch drawn by Lottery was part of a Group of Related Parties and this Group of Related Parties before the application of Clause 5.3 was represented by several Qualified Subscribers on the List of Requests for a Batch by Lottery then GDF SUEZ shall contact the Qualified Subscriber whose Request for a Batch was drawn by lottery, and shall assign a Batch in accordance with the Request for a Batch on the List of Requests for a Batch by Lottery before the application of Clause 5.3 of one of the Qualified Subscribers from this Group of Related Parties chosen by the Qualified Subscriber whose Request for a Batch was drawn by lottery.
- 5.6 If the Number of Batches to be drawn by Lottery is equal to 1, then the process of allocation continues to the clause following where it was before application of the provisions of Section 5 of the Allocation Rules.
- 5.7 Every Request for a Batch on which the Name of the Group of Related Parties is that of the Request for a Batch drawn by Lottery is taken off the List of Requests for a Batch by Lottery.
- 5.8 A draw takes place under supervision of the bailiff.
- 5.9 The bailiff records the Request for a Batch drawn by lottery. If the Request for a Batch drawn by lottery was part of a Group of Related Parties and this Group of Related Parties before the application of Clause 5.3 was represented by several Qualified Subscribers on the List of Requests for a Batch by Lottery then GDF SUEZ shall contact the Qualified Subscriber whose Request for Batch was drawn by lottery, and shall assign a Batch in accordance with the Request of a Batch on the List of Requests for a Batch by Lottery before the application of Clause 5.3 of one of the Qualified Subscribers from this Group of Related Parties chosen by the Qualified Subscriber whose Request for a Batch was drawn by lottery.
- 5.10 The process of allocation continues to the clause following where it was before application of the provisions of Section 5 of the Allocation Rules.
- 6. Under Selection Procedure based on the Submitted Duration**
- 6.1 The procedure below applies only to Requests for a Batch from the LS List.
- 6.2 The NS Number is the number of Requests for a Batch from the LS List.
- 6.3 If the NS Number is equal to 0, then the process of allocation continues to Clause 6.7.
- 6.4 If the NS Number is equal to 1, then GDF SUEZ assigns a Batch in accordance with the Request for a Batch from the LS List, and the process of allocation continues to Clause 6.7.
- 6.5 If the NS Number is equal to 2 and the Number of Non-allocated Batches is equal to 2, then GDF SUEZ will assign two Batches in accordance with the two Requests for a Batch from the LS List.
- 6.6 GDF SUEZ will start the Selection Number at 19.
- 6.6.1 GDF SUEZ will identify, on the LS List, the LSC List and the NSC Number of Requests for a Batch where the Submitted Duration is equal to the Selection Number.
- 6.6.2 If the NSC Number is 0, then the process of allocation continues to Clause 6.6.10.

- 6.6.3 If the NSC Number is equal to 1, then GDF SUEZ will assign a Batch in accordance with the Request for a Batch from the LSC List, any Request for a Batch in which the Name of the Group of Related Parties is that of the Request for a Batch from the LSC List is removed from the LS List, and the process of allocation continues to Clause 6.6.10.
 - 6.6.4 If the NSC Number is 2, and the number of the Name of the Group of Related Parties contained in the LSC List is equal to 2, and the Number of Non-allocated Batches is equal to 2, then GDF SUEZ will assign two Batches in accordance with the two Requests for a Batch from the LSC List.
 - 6.6.5 GDF SUEZ shall apply the provisions of Section 5 of the Allocation Rules, the List of Requests for a Batch by Lottery, being the LSC List, and Number of Batches to be drawn by Lottery being equal to 1.
 - 6.6.6 Any Request for a Batch in which the Name of the Group of Related Parties is that of the last Request for a Batch drawn by lottery is taken off the LSC List and the LS List
 - 6.6.7 If the NSC Number is 0, then the process of allocation continues to Clause 6.6.10.
 - 6.6.8 If the NSC Number is equal to 1, then GDF SUEZ will assign a Batch in accordance with the Request for a Batch from the LSC List.
 - 6.6.9 GDF SUEZ shall apply the provisions of Section 5 of the Allocation Rules, the List of Requests for a Batch by Lottery, being the LSC List, and the Number of Batches to be drawn by Lottery being equal to 1.
 - 6.6.10 If the Selection Number is greater than or equal to 2, then the Selection Number is reduced by 1 and the process of allocation continues to Clause 6.6.1.
- 6.7 The process of allocation continues to the clause following where it was before application of the provisions of Section 6 of the Allocation Rules.

To be completed