

au total 3 pages

-DB-

25/01/04

à l'attn. de Mme Claudine KIENING
des P-A POLIKAR

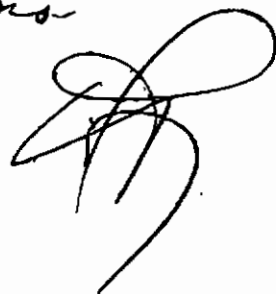
zone BRINGTON CAPITAL SA

Vous trouverez en annexe un texte en anglais
"ENGAGEMENT" EN DEUX EXEMPLAIRES.

Prière de bien vouloir préparer ce texte
"ENGAGEMENT" en DEUX EXEMPLAIRES,
les faire signer aux "directors",
et les faire légaliser auprès de
votre NOTAIRE

(il y aura donc DEUX documents identiques à
faire légaliser par le notaire).

Merci + meilleures salutations





MOSSACK FONSECA & CO.
Arango-Orillac Building
East 54th Street
PANAMA CITY

DOCUMENTS ENCLOSED

COMPANY : BRINGTON CAPITAL S.A.
DATE : 30.01.2004 / DB

1. *Original Memorandum and Articles of Association*
2. *Original Certificate of Incorporation*
3. *M & A of Association / Certif. of Incorp. (copies legalised by Apostille)*
4. *Appointment of the first Director(s)*
5. *Bearer share certificate(s) x1*
6. *Minutes of the first meeting of the Board*
7. *Banking resolution*
8. *Power of Attorney - legalised by Apostille*
9. *Minutes of a meeting of the Board*
10. *Certificate of Incumbency*
11. *Certificate of Good Standing*
12. *Certificate of Dissolution*
13. *Public Deed n°*
14. *Registered share certificate(s)*
15. *Trust Deed (s) & Assignment(s)*
16. *Authentication of Corporate Document(s)*
17. *X Document(s) signed by the directors - legalised by Apostille*
18. *Our invoice(s) n° 89346 , 89347*
- 19.
- 20.

Sincerely yours,
Mossack Fonseca & Co.
(Form without signature)

*After signature, could you please return us
copies of the documents mentioned under
item (s) n°*

BRINGTON CAPITAL S.A.

Certificate of Incorporation no. 332553 – Territory of British Virgin Island

ENGAGEMENT

(x2)

BRINGTON CAPITAL S.A., having its head office in Akara Building, 24 de Castro Street, Wickham Cay I, Tortola, British Virgin Islands, Certificate of Incorporation No. 332553, legally represented by Mrs. YVETTE ROGERS, Director and/or Mrs. DARLENE BAYNE, Director, obliges, by this authentic act, to consent to constitute supplementary real warranties to guarantee the achievement of the obligation undertaken by S.C. RPT OIL LTD. At item 8 in the Share Sale-Purchase Contract No. 752/9.11.1998, concluded between SC RPT OIL LTD. And the State Ownership Fund (the present A.P.A.P.S.).

The real warranty shall be constituted by pledging a number of 472,200 shares which BRINGTON CAPITAL S.A. holds at SC FOSERCO S.A., Bacau, which are free of any charges, in order to guarantee the achievement of the investment undertaken by SC RPT OIL LTD. By the Share Sale-Purchase Contract 752/1998 till the date of full investment achievement, as the latter will be scheduled by the additional Act to the contract that will be concluded.

BRINGTON CAPITAL S.A. obliges not to estrange and not to place charges upon the 472,200 shares held by SC FOSERCO S.A., Bacau, during the period between the date of this Engagement and the date of actual registering of the pledge with the Register of Society Shareholders and with the Electronics Files of Real Movable Warranties.

We hereby authorize Mrs. POPOVICI DANIELA ANCUTA, domiciled in Bucharest, [REDACTED], Identity Card series [REDACTED], issued on April 1st 1996 by Police Station 9, Bucharest, Personal Numeric Code [REDACTED], to sign on our behalf and for us the Real Movable Warranty Contract for a number of 472,200 shares free of any charge, which BRINGTON CAPITAL S.A. holds at SC FOSERCO S.A. in order to guarantee the achievement of the investment undertaken by SC RPT OIL LTD by the Share Sale-Purchase Contract No. 752/1998 till the date of full achievement of the investments, as scheduled by the Additional Act to this Contract to be concluded.

BRINGTON CAPITAL S.A.

Yvette M. Rogers
Yvette Rogers, Director

Darlene Bayne
Darlene Bayne, Director S.A.



Seen for the legalisation of the signatures
apposed on the front side of this
document of Mrs Yvette Rogers and Mrs
Darlene Bayne.

Geneva the 30th January 2004

