

500 Dallas Street
Suite 3100
Houston, TX 77002

Telephone 1 (713) 275 6100
Facsimile 1 (713) 369 3918



PLEASE DISTRIBUTE TO APPROPRIATE PERSONNEL

January 11, 2010

RE: Notice of Merger and Name Change

We are pleased to advise that effective February 1, 2010, we will have merged the operations of Macquarie Cook Energy, LLC, our natural gas marketing and trading business, with Macquarie Cook Power Inc., our electric marketing and trading business.

The most noticeable result of the merger will be that Macquarie will have a single offering and brand in the marketplace as "Macquarie Energy." The new legal entity – Macquarie Energy LLC – will have the combined resources of both the gas and power teams. Together, these teams form a compelling energy platform offering a wide spectrum of energy products and services to better serve your needs.

While our name has changed, our commitment to customer service and innovative energy solutions has not. Our goal is to make this transition period seamless and expect no impact to our business. Enclosed is a legal notice of the merger and name change, supporting documentation for the merger and name changes, updated settlement instructions, and a copy of the press release that provides more information on the merger as well as a factsheet on Macquarie Energy.

Should you have any questions or would like to discuss future opportunities with Macquarie Energy, please do not hesitate to contact us.

We look forward to the opportunity to grow our business relationship with you.

Yours sincerely,



Nicholas O'Kane
Global Head, Energy Markets Division
Fixed Income, Currencies and Commodities

500 Dallas Street
Suite 3100
Houston, TX 77002

Telephone 1 (713) 275 6100
Facsimile 1 (713) 369 3918

January 11, 2010

Re: Legal Notice of Reorganization of Macquarie Cook Entities



We are pleased to announce that, effective February 1, 2010, the following will occur:

- Macquarie Cook Power Inc. will merge into Macquarie Cook Energy, LLC, with Macquarie Cook Energy, LLC as the surviving entity;
- Macquarie Cook Energy, LLC will change its name to **Macquarie Energy LLC**; and
- Macquarie Cook Energy Canada Ltd. will change its name to **Macquarie Energy Canada Ltd.**

We are making these changes to combine the resources of our gas and power teams in order to better provide a wide spectrum of energy offerings.

Contracts and transactions with Macquarie Cook Energy, LLC, Macquarie Cook Energy Canada Ltd. and Macquarie Cook Power Inc. will all remain in full force and effect. However, effective February 1, 2010, contracts and transactions with Macquarie Cook Energy, LLC and Macquarie Cook Power Inc. will automatically be in the name of Macquarie Energy LLC and contracts and transactions with Macquarie Cook Energy Canada Ltd. will automatically be in the name of Macquarie Energy Canada Ltd.

Macquarie Energy LLC's DUNS number will be 79-884-6036, which is Macquarie Cook Energy, LLC's current DUNS number.

Macquarie Energy Canada Ltd.'s DUNS number will be 79-999-9419, which is Macquarie Cook Energy Canada Ltd.'s current DUNS number.

Updated settlement instructions are attached, along with supporting documentation for the merger and name changes.

Further information about Macquarie, the merger and the name changes is available at www.macquarie.com/energymerger.

If you have any questions, please contact the following:

Credit:	ficcemdmcecredit@macquarie.com
Legal:	ficcemdmcelegal@macquarie.com
Settlements:	CAGSettlementsHouston@macquarie.com
Customer Due Diligence:	ficccomphs@macquarie.com

We value your continued business and remain committed to providing you with exceptional customer service.

Kind regards,

Nicholas O'Kane
Global Head, Energy Markets Division
Fixed Income, Currencies and Commodities

Macquarie Cook Power Inc., Macquarie Cook Energy Canada Ltd., Macquarie Cook Energy, LLC and, effective February 1, 2010, Macquarie Energy LLC and Macquarie Energy Canada Ltd. (collectively, "Macquarie Energy") are members of the Macquarie Group of Companies. However, Macquarie Energy is not an authorized deposit-taking institution for the purposes of the Australian Banking Act 1959 and Macquarie Energy's obligations do not represent deposits or other liabilities of Macquarie Bank Limited. Unless agreed in writing between Macquarie Bank Limited and a party, Macquarie Bank Limited does not guarantee or otherwise provide assurance in respect of the obligations of Macquarie Energy.



Industry Canada

Industrie Canada

**Certificate
of Amendment**

**Certificat
de modification**

**Canada Business
Corporations Act**

**Loi canadienne sur
les sociétés par actions**

MACQUARIE ENERGY CANADA LTD.

664379-5

Name of corporation-Dénomination de la société

Corporation number-Numéro de la société

I hereby certify that the articles of the
above-named corporation were amended:

Je certifie que les statuts de la société
susmentionnée ont été modifiés:

- a) under section 13 of the *Canada Business Corporations Act* in accordance with the attached notice;
- b) under section 27 of the *Canada Business Corporations Act* as set out in the attached articles of amendment designating a series of shares;
- c) under section 179 of the *Canada Business Corporations Act* as set out in the attached articles of amendment;
- d) under section 191 of the *Canada Business Corporations Act* as set out in the attached articles of reorganization;

- a) en vertu de l'article 13 de la *Loi canadienne sur les sociétés par actions*, conformément à l'avis ci-joint;
- b) en vertu de l'article 27 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses modificatrices ci-jointes désignant une série d'actions;
- c) en vertu de l'article 179 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses modificatrices ci-jointes;
- d) en vertu de l'article 191 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses de réorganisation ci-jointes;

Richard G. Shaw
Director - Directeur

February 1, 2010 / le 1 février 2010

Date of Amendment - Date de modification

Delaware

PAGE 1

The First State

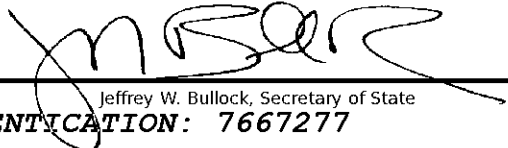
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "MACQUARIE COOK ENERGY, LLC", CHANGING ITS NAME FROM "MACQUARIE COOK ENERGY, LLC" TO "MACQUARIE ENERGY LLC", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF NOVEMBER, A.D. 2009, AT 5:54 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE FIRST DAY OF FEBRUARY, A.D. 2010.

2468860 8100

091054302




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7667277

DATE: 11-30-09

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF FORMATION
OF
MACQUARIE COOK ENERGY, LLC

MACQUARIE COOK ENERGY, LLC, a Delaware limited liability company (the "Company"), desiring to amend its Certificate of Formation to change the name of the Company, hereby certifies as follows:

FIRST: The name of the Company is MACQUARIE COOK ENERGY, LLC.
SECOND: Article FIRST of the Company's Certificate of Formation is hereby amended to read in its entirety as follows:

FIRST: The name of the Company is MACQUARIE ENERGY LLC.

THIRD: The foregoing amendment of the Company's Certificate of Formation has been duly adopted in accordance with Section 18-202 of the Limited Liability Company Act of the State of Delaware.

FOURTH: The Amendment to the Certificate of Formation shall become effective February 1, 2010.

IN WITNESS WHEREOF, the Company has caused this Certificate of Amendment to be executed by its duly authorized officer and certifies under penalties of perjury that the statements in this Certificate of Amendment are true.

Date: November 30, 2009

MACQUARIE COOK ENERGY, LLC

By /s/ Gavin Case
Gavin Case, Authorized Person

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"MACQUARIE COOK POWER INC.", A DELAWARE CORPORATION,
WITH AND INTO "MACQUARIE COOK ENERGY, LLC" UNDER THE NAME OF "MACQUARIE COOK ENERGY, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF NOVEMBER, A.D. 2009, AT 5:52 O'CLOCK P.M.

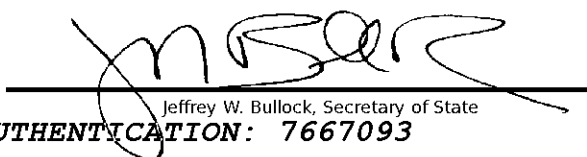
AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF FEBRUARY, A.D. 2010.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

2468860 8100M

091054292




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7667093

DATE: 11-30-09

CERTIFICATE OF MERGER

OF

MACQUARIE COOK POWER INC.,
a Delaware corporation

WITH AND INTO

MACQUARIE COOK ENERGY, LLC,
a Delaware limited liability company

November 30, 2009

Pursuant to Title 8, Sections 264(c) of the General Corporation Law (the "GCL") and 18-209 of the Limited Liability Company Act of the State of Delaware, MACQUARIE COOK ENERGY, LLC, a Delaware limited liability company ("Merger Sub"), hereby certifies the following information relating to the merger (the "Merger") of MACQUARIE COOK POWER INC., a Delaware corporation ("MCP"), with and into Merger Sub, pursuant to the Agreement and Plan of Merger, dated November 30, 2009, between Merger Sub and MCP (the "Merger Agreement"):

1. The names of the constituent entities to be merged are "MACQUARIE COOK POWER INC." and "MACQUARIE COOK ENERGY, LLC". Both constituent entities were organized and are existing under the laws of the State of Delaware.
2. The Merger Agreement has been approved, adopted, certified, executed and acknowledged by each of the constituent entities in accordance with the requirements of Section 264 of the GCL.
3. The name of the surviving limited liability company with respect to the Merger is MACQUARIE COOK ENERGY, LLC (the "Surviving Company").
4. The Merger shall become effective February 1, 2010.
5. The executed Merger Agreement is on file at 125 West 55th Street, New York, New York 10019, the place of business of the Surviving Company.
6. A copy of the Merger Agreement will be furnished by the Surviving Company on request, without cost, to any member of the constituent limited liability company or stockholder of the constituent corporation.

[Signature page follows]

IN WITNESS WHEREOF, this Certificate of Merger has been executed on the date first written above.

MACQUARIE COOK ENERGY, LLC

By: .

Name: /s/ Gavin Case

Title: Gavin Case, Authorised Signatory