

**FORM OF TRANSFER CERTIFICATE FOR
EXCHANGE OR TRANSFER FROM RULE 144A
GLOBAL DEBT SECURITY TO REGULATION S GLOBAL DEBT SECURITY**

(Transfers pursuant to Section 2.6(c)(v)(B)
of the Indenture)

Citibank, N.A.
Citigroup Centre
Canada Square, Canary Wharf
London E14 5LB
Attention: Agency and Trust

Re: [Ras Laffan Liquefied Natural Gas Company Limited (II)] [Ras Laffan Liquefied Natural Gas Company Limited (3)]
[US\$] [if note is to be repaid in currency other than U.S. Dollars insert the appropriate currency] % Series ___ Debt Securities Due 20 ___ (the "Debt Securities")

Reference is hereby made to the Indenture, dated as of [], 2005 (the "Indenture"), between Ras Laffan Liquefied Natural Gas Company Limited (II) and Ras Laffan Liquefied Natural Gas Company Limited (3), as Issuers (collectively the "Issuers") and each an "Issuer") and Citibank, N.A., as Bond Trustee (the "Bond Trustee"). Capitalized terms used but not defined herein shall have the meanings given to them in the Indenture.

This letter relates to [US\$] [if note is to be repaid in currency other than U.S. Dollars insert the appropriate currency] principal amount of Debt Securities (the "Specified Debt Securities") which are evidenced by one or more Rule 144A Global Debt Securities (CUSIP No.) and held with the Depositary in the name of [Insert Name of Transferor] (the "Transferor"). The Transferor has requested a transfer of such beneficial interest in the Debt Securities to a Person who will take delivery thereof in the form of an equal principal amount of Debt Securities evidenced by one or more Regulation S Global Debt Securities (CINS No. and ISIN), which amount, immediately after such transfer, is to be held with the Depositary through Euroclear or Clearstream or both (Common Code). [Required if during the Distribution Compliance Period].

The Transferor hereby certifies that either (i) it is the sole beneficial owner of the Specified Debt Securities or (ii) it is acting on behalf of all the beneficial owners of the Specified Debt Securities and is duly authorized by them to do so. Such beneficial owner or owners are referred to herein collectively as the "Owner".

In connection with such request and in respect of the Specified Debt Securities, the Transferor does hereby certify that such transfer has been effected pursuant to and in accordance with Rule 904 under the U.S. Securities Act of 1933, as amended (the "Securities Act"), and accordingly the Transferor does hereby further certify that:

(a) the offer of the Specified Debt Securities was not made to a person in the United States;

(b) either:

(i) at the time the buy order was originated, the transferee was outside the United States or the Transferor and any person acting on its behalf reasonably believed and believes that the transferee was outside the United States or

(ii) the transaction was executed in, on or through the facilities of a designated offshore securities market and neither the Transferor nor any person acting on its behalf knows that the transaction was prearranged with a buyer in the United States;

(c) no directed selling efforts have been made in contravention of the requirements of Rule 904(a)(2) of Regulation S;

(d) the Owner is not a distributor of the Specified Debt Securities, an Affiliate of either Issuer or any such distributor or a person acting on behalf of any of the foregoing;

(e) if the Owner is a dealer in securities or has received a selling concession, fee or other remuneration in respect of the Specified Debt Securities, and the transfer is to occur during the Distribution Compliance Period, then the requirements of Rule 904(b)(1) have also been satisfied;

(f) the offer at the Specified Debt Securities was not made to a person who is not a Qualified Purchaser;

(g) the transaction is not part of a plan or scheme to evade the registration requirements of the Securities Act; and

(h) upon completion of the transaction, the beneficial interest being transferred as described above is to be held with the Depository through Euroclear or Clearstream or both (Common Code). [Required if during the Distribution Compliance Period]. We confirm that we have made the transferee aware of the transfer restrictions and representations set forth in Section 2.6 of the Indenture and the Exhibits to the Indenture referred to in such Section 2.6.

This certificate and the statements contained herein are made for your benefit and the benefit of the Issuer and the underwriters or initial purchasers, if any, of the initial offering of the Debt Securities. Terms used in this certificate and not otherwise defined in the Indenture have the meanings set forth in Regulation S under the Securities Act.

[Insert Name of Transferor]

By: _____

Name: _____

Title: _____

Dated: _____, _____

cc: Ras Laffan Liquefied Natural Gas Company Limited (II) and
Ras Laffan Liquefied Natural Gas Company Limited (3)

FORM OF TRANSFER CERTIFICATE FOR
TRANSFER OR EXCHANGE FROM REGULATION S GLOBAL
DEBT SECURITY TO RULE 144A GLOBAL DEBT SECURITY

(Transfers Pursuant to Section 2.6(c)(v)(D)
of the Indenture)

Citibank, N.A.
Citigroup Centre
Canada Square, Canary Wharf
London E14 5LB
Attention: Agency and Trust

Re: [Ras Laffan Liquefied Natural Gas Company Limited (II)] [Ras Laffan Liquefied Natural Gas Company Limited (3)]
[US\$ ____] [if note is to be repaid in currency other than U.S. Dollars insert the appropriate currency] % Series ____ Debt Securities Due 20 ____ (the "Debt Securities")

Reference is hereby made to the Indenture, dated as of [____], 2005] (the "Indenture"), between Ras Laffan Liquefied Natural Gas Company Limited (II) and Ras Laffan Liquefied Natural Gas Company Limited (3), as Issuers (collectively the "Issuers") and each an "Issuer") and Citibank, N.A., as Bond Trustee (the "Bond Trustee"). Capitalized terms used but not defined herein shall have the meanings given to them in the Indenture.

This letter relates to [US\$ ____] [if note is to be repaid in currency other than U.S. Dollars insert the appropriate currency] principal amount of Debt Securities (the "Specified Debt Securities") which are evidenced by one or more Regulation S Global Debt Securities (CINS No. ____ and ISIN ____) and held with the Depository through Euroclear Clearstream (Common Code ____) in the name of [Insert Name of Transferor] (the "Transferor"). The Transferor has requested a transfer of such beneficial interest in the Specified Debt Securities to a Person who will take delivery thereof in the form of an equal principal amount of Debt Securities evidenced by one or more Restricted Global Debt Securities (CUSIP No. ____), to be held with the Depository.

The Transferor hereby certifies that either (i) it is the sole beneficial owner of the Specified Debt Securities or (ii) it is acting on behalf of all the beneficial owners of the Specified Debt Securities and is duly authorized by them to do so. Such beneficial owner or owners are referred to herein collectively as the "Owner".

In connection with such request and in respect of the Specified Debt Securities, the Transferor does hereby certify that such Securities are being transferred in accordance with (i) the transfer restrictions set forth in the Indenture and the offering circular, dated [____], 2005, relating to the Securities and (ii) Rule 144A under the United States Security Act of 1933, as amended, to a transferee that the Transferor reasonably believes is purchasing the Securities for its own account or an account with respect to which such transferee exercises sole investment discretion, the transferee and any account is a qualified institutional buyer within the meaning of

Rule 144A, in a transaction meeting the requirements of Rule 144A and in accordance with any applicable blue sky or securities laws of any state of the United States or any other jurisdiction, and the transferee is a qualified purchaser for the purposes of the Investment Company Act of 1940, as amended.

We confirm that we have made the transferee aware of the transfer restrictions and representations set forth in Section 2.6 of the Indenture and the Exhibits to the Indenture referred to in such Section 2.6. You and the Issuers are entitled to rely upon this letter and are irrevocably authorized to produce this letter or a copy hereof to any interested party in any administrative or legal proceedings or official inquiry with respect to the matters covered hereby.

This certificate and the statements contained herein are made for your benefit and the benefit of the Issuer and the underwriters or initial purchasers, if any, of the initial offering of the Debt Securities.

[Insert Name of Transferor]

By:

Name:

Title:

Dated: _____,

cc: Ras Laffan Liquefied Natural Gas Company Limited (II) and
Ras Laffan Liquefied Natural Gas Company Limited (3)