

MG01

Particulars of a mortgage or charge

004462/13

Oyez

A fee is payable with this form.

We will not accept this form unless you send the correct fee
Please see 'How to pay' on the last page

☒ **What this form is for**
You may use this form to register
particulars of a mortgage or charge
in England and Wales or Northern
Ireland

☐ **What this form is NOT for**
You cannot use this form to register
particulars of a charge for a
company. To do this, please
use form MG01s

FRIDAY



A07 06/01/2012 #212
COMPANIES HOUSE

1	Company details	<div>For official use 12</div>
Company number	0 0 5 4 2 5 1 5	Filing in this form Please complete in typescript or in bold black capitals All fields are mandatory unless specified or indicated by *
Company name in full	BP International Limited	
2	Date of creation of charge	
Date of creation	d 2 0 m 1 2 y 2 0 y 1 1	
3	Description	
	Please give a description of the instrument (if any) creating or evidencing the charge, e.g. 'Trust Deed', 'Debenture', 'Mortgage', or 'Legal charge'	
Description	Deed of Charge dated 20 December 2011 created by BP Oil International Limited and BP International Limited (the " Chargors ") in favour of The Bank of Tokyo-Mitsubishi UFJ, Ltd., London Branch (the " Bank ").	
4	Amount secured	
	Please give us details of the amount secured by the mortgage or charge	Continuation page Please use a continuation page if you need to enter more details
Amount secured	All present and future moneys, debts and liabilities due, owing or incurred by the Borrower to the Bank under or in connection with any Finance Document (in each case, whether alone or jointly, or jointly and severally, with any other person, whether actually or contingently and whether as principal, surety or otherwise) (the " Liabilities ").	

MG01

Particulars of a mortgage or charge

5 Mortgagee(s) or person(s) entitled to the charge (if any)

Please give the name and address of the mortgagee(s) or person(s) entitled to the charge	
Name	The Bank of Tokyo-Mitsubishi UFJ, Ltd., London Branch
Address	Ropemaker Place, 25 Ropemaker Street, London
Postcode	E C 2 Y 9 A N
Name	
Address	
Postcode	

Continuation page
Please use a continuation page if you need to enter more details

6 Short particulars of all the property mortgaged or charged

Please give the short particulars of the property mortgaged or charged	
Short particulars	<p>Charge</p> <p>Each of the Chargors, with full title guarantee and as security for the payment of all Liabilities, charges in favour of the Bank by way of first fixed charge all its present and future right, title and interest in and to all receivables and to all monies of whatever nature due, owing or payable to it under or in connection with the Relevant Product Onsale Contracts and any claims, awards and judgments in favour of that Chargor under or in connection with the Relevant Product Onsale Contracts.</p> <p>The Deed of Charge contains covenants for further assurance and a negative pledge</p> <p>Definitions</p> <p>"Borrower" means BP International Limited acting via its agent BP Oil International Limited.</p> <p>"Consignment" means the Product to be delivered to BP Oil International Limited pursuant to the terms of a Product Purchase Contract.</p> <p>"Deed of Charge over Account" means the deed of charge over account dated 20 December 2011 created by the Chargors in favour of the Bank.</p> <p>"Escrow Agreement" means the escrow agreement dated 20 December 2011 between (1) BP Oil International Limited, (2) The Bank and (3) Citibank, N.A., London Branch as escrow agent</p> <p>"Facility Agreement" means the US\$500,000,000 uncommitted secured facility agreement dated 20 December 2011 among (1) BP International Limited acting via its agent BP Oil International Limited as borrower, (2) BP Oil International Limited and (3) the Bank</p>

Continuation page
Please use a continuation page if you need to enter more details

MG01

Particulars of a mortgage or charge

7

Particulars as to commission, allowance or discount (if any)

Please insert the amount or rate percent of any commission, allowance or discount paid or made either directly or indirectly by the company to any person on consideration of his

- subscribing or agreeing to subscribe, whether absolutely or conditionally, or
- procuring or agreeing to procure subscriptions, whether absolute or conditional,

for any debentures included in this return The rate of interest payable under the terms of the debentures should not be entered

Commission allowance or discount

None

8

Delivery of instrument

You must deliver the original instrument (if any) creating or evidencing the charge and these prescribed particulars to the Registrar of Companies within 21 days after the date of creation of the charge (section 860) If the property is situated and the charge was created outside the United Kingdom (UK), you must deliver the information to the Registrar within 21 days after the date on which the instrument could have been received in the UK in the normal course of post and assuming you had posted it promptly (section 870)

We will accept a verified copy of the instrument creating the charge where the property charged is situated and the charge was created outside the UK (section 866) The company or the person who has delivered the copy to the Registrar must verify it to be a correct copy and sign it Where a body corporate gives the verification, an officer of that body must sign it We will also accept a verified copy where section 867(2) applies (property situated in another part of UK)

9

Signature

Please sign the form here

Signature

Signature

X

Jones Day

X

This form must be signed by a person with an interest in the registration of the charge

MG01

Particulars of a mortgage or charge



Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form and will establish where we return the original documents. The contact information you give will be visible to searchers of the public record.

Contact name
Christine Hohl

Company name
Jones Day

Address
21 Tudor Street

London

Post town

County/Region

Postcode
EC4Y 0DJ

Country

DX
DX 67 London/Chancery

Telephone
020 7039 5959



Certificate

We will send your certificate to the presenter's address if given above or to the Company's Registered Office if you have left the presenter's information blank.



Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following.

- ☒ The company name and number match the information held on the public Register
- ☒ You have included the original deed with this form
- ☒ You have entered the date the charge was created
- ☒ You have supplied the description of the instrument
- ☒ You have given details of the amount secured by the mortgagee or chargee
- ☒ You have given details of the mortgagee(s) or person(s) entitled to the charge
- ☒ You have entered the short particulars of all the property mortgaged or charged
- ☒ You have signed the form
- ☒ You have enclosed the correct fee



Important information

Please note that **all** information on this form will appear on the public record.



How to pay

A fee of £13 is payable to Companies House in respect of each mortgage or charge.

Make cheques or postal orders payable to 'Companies House'



Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below.

For companies registered in England and Wales:

The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff.

For companies registered in Scotland.

The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland

The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
DX 481 NR Belfast 1



Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

MG01 - continuation page

Particulars of a mortgage or charge



6 Short particulars of all the property mortgaged or charged

Please give the short particulars of the property mortgaged or charged

Short particulars

"Finance Documents" means the Facility Agreement, the Escrow Agreement, the Deed of Charge over Account, the Deed of Charge, any deed of security assignment and any third party hedging deed of security assignment.

"Letter of Credit" means an irrevocable standby letter of credit or documentary letter of credit in each case in the form requested by BP Oil International Limited and agreed by the Bank acting reasonably

"Products" means crude oil and petroleum products.

"Product Onsale Contract" means a contract for the sale of a Consignment entered into by BP Oil International Limited with a Purchaser that has been designated as a Product Onsale Contract by the Bank pursuant to the Facility Agreement and the conditions to which such designation is subject have been satisfied (or, at the discretion of the Bank, waived).

"Product Purchase Contract" means a contract entered into by BP Oil International Limited for the purchase, prefinancing, processing, tolling or exchange of Products in respect of which a Letter of Credit has been issued

"Purchaser" means the purchaser of a Consignment from BP Oil International Limited pursuant to the terms of a Product Onsale Contract.

"Relevant Product Onsale Contract" means each contract designated as a Product Onsale Contract by the Bank pursuant to the Facility Agreement.



P.

FILE COPY

CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

Pursuant to section 869(5) & (6) of the Companies Act 2006

COMPANY NO. 542515
CHARGE NO 12

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A DEED OF CHARGE DATED 20
DECEMBER 2011 AND CREATED BY BP INTERNATIONAL
LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME
DUE FROM THE BORROWER TO THE BANK OF TOKYO-
MITSUBISHI UFJ, LTD., LONDON BRANCH ON ANY ACCOUNT
WHATSOEVER UNDER THE TERMS OF THE AFOREMENTIONED
INSTRUMENT CREATING OR EVIDENCING THE CHARGE WAS
REGISTERED PURSUANT TO CHAPTER 1 PART 25 OF THE
COMPANIES ACT 2006 ON THE 6 JANUARY 2012

GIVEN AT COMPANIES HOUSE, CARDIFF THE 12 JANUARY
2012



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES