

MG01

Particulars of a mortgage or charge



IRIS
LASERFORM

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
company. To do this, please use
form MG01s

WEDNESDAY



LD2 *L10AAOG0* 11/01/2012 #65
COMPANIES HOUSE

1 Company details

Company number 0 0 5 4 2 5 1 5

Company name in full BP International Limited (the "Company")

1 3 For official use

→ Filling in this form
Please complete in typescript or in
bold black capitals

All fields are mandatory unless
specified or indicated by *

2 Date of creation of charge

Date of creation d3 d0 m1 m2 y2 y0 y1 y1

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

Legal Charge

4 Amount secured

Please give us details of the amount secured by the mortgage or charge

Amount secured

All present and future moneys, debts and
liabilities due, owing or incurred by the Company
under or in connection with

(a) the US\$210,000,000 uncommitted secured facility
agreement dated 30 December 2011 between the
Company as borrower, BP Oil International Limited
as agent (the "Agent") and Lloyds TSB Bank PLC as
lender (the "Bank"), as that agreement may from
time to time be amended or supplemented (the
"Facility Agreement"),

(b) the escrow agreement dated 6 January 2012
between the Agent, the Bank and Citibank, N.A.,
London Branch (the "Escrow Agreement"); -

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

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5	Mortgagee(s) or person(s) entitled to the charge (if any)	Continuation page Please use a continuation page if you need to enter more details
	Please give the name and address of the mortgagee(s) or person(s) entitled to the charge	
Name	Lloyds TSB Bank PLC	
Address	25 Gresham Street	
	London	
Postcode	E C 2 V 7 H N	
Name		
Address		
Postcode		

6	Short particulars of all the property mortgaged or charged	Continuation page Please use a continuation page if you need to enter more details
	Please give the short particulars of the property mortgaged or charged	
Short particulars	<p>The Charge creates the following security interests in favour of the Bank:</p> <p>(a) a first fixed charge over all present and future rights, title and interests 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 or Product Purchase Contracts and any claims, awards and judgments arising out of such contracts (the "Fixed Charged Assets") ;</p> <p>(b) a pledge to the Bank of all bills of lading, delivery orders, warehouse certificates, receipts, invoices, drafts, bills of exchange, promissory notes, insurance policies, title documents or any other document whatsoever in connection with the relevant crude oil or petroleum product to be delivered to the Agent pursuant to the terms of a Product Purchase Contract which are now or may hereafter be delivered into the possession (whether actual or constructive) of the Bank or its agent or nominee; and</p> <p>(c) a first floating charge over</p> <p>(1) all the undertaking, property, assets and rights of the Company and the Agent under or in relation to the Fixed Charge Assets at any time not effectively charged or assigned pursuant to the Charge, and</p> <p>(11) all of the crude oil or petroleum products to be delivered to the Agent pursuant to the terms of a Product Purchase Contract.</p> <p>Further, the Charge prevents the Company from creating or permitting to subsist any security over the Charged Assets, except as permitted by the Facility Agreement</p>	

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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 <ul style="list-style-type: none">- 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 Nil	
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 <div>X Norton Rose LLP X</div> This form must be signed by a person with an interest in the registration of the charge	

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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

Company name

Norton Rose LLP (Collect
London Counters)

Address

Post town

County/Region

Postcode

Country

DX

Telephone +44 (0)20 7283 6000



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 N R 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

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4	Amount secured	
	Please give us details of the amount secured by the mortgage or charge	
Amount secured	<p>(c) the deed of charge over account dated 30 December 2011 between the Company, the Agent and the Bank granting certain security interests in favour of the Bank (the "Account Charge"),</p> <p>(d) the deed of charge dated 30 December 2011 between the Company, the Agent and the Bank granting certain security interests in favour of the Bank (the "Charge"), and</p> <p>(e) any future agreements substantially in the form set out in Schedule 3 of the Facility Agreement entered into by the Agent on behalf of the Company granting certain security interests in favour of the Bank.</p>	

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6	Short particulars of all the property mortgaged or charged	
	Please give the short particulars of the property mortgaged or charged	
Short particulars	<p>Relevant Product Onsale Contract means those contracts designated as a Product Onsale Contract in accordance with section 16 4 of the Facility Agreement.</p> <p>Product Onsale Contract means a contract for the sale of crude oil and petroleum products to be delivered to the Agent pursuant to a Product Purchase Contract</p> <p>Product Purchase Contract means a contract entered into by the Agent for the purchase of crude oil and petroleum products in respect of which a Letter of Credit has been issued</p> <p>Letter of Credit means an irrevocable, standby letter of credit or documentary letter of credit in the form requested by the Agent and agreed by the Bank acting reasonably.</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. 13

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A LEGAL CHARGE DATED 30
DECEMBER 2011 AND CREATED BY BP INTERNATIONAL
LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME
DUE FROM THE COMPANY 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 11 JANUARY
2012

GIVEN AT COMPANIES HOUSE, CARDIFF THE 17 JANUARY
2012

L/C



Companies House
for the record



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

