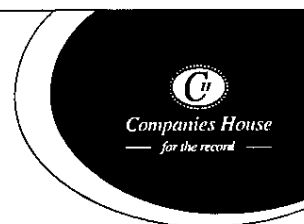


034824/26

In accordance with
Section 860 of the
Companies Act 2006

MG01

Particulars of a mortgage or charge



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
particulars of a charge for a
company. To do this, please
form MG01s

THURSDAY



A28

27/01/2011

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COMPANIES HOUSE

1 Company details

Company number 0 0 5 4 2 5 1 5

Company name in full BP International Limited

2 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 ^d1 ^d4 ^m0 ^m1 ^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

Account Assignment ("the Assignment")

4 Amount secured

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

Amount secured

All present and future Liabilities of the Obligors to the Lender under or
in relation to any one or more of the Finance Documents with respect
to the Letter of Credit (including, without limitation, all Liabilities
arising out of any extension, variation, modification, restatement or
novation of such Finance Documents whatsoever)

"Liability" means any liability for the payment of money, whether in
respect of principal, interest or otherwise, whether actual or
contingent, whether owed jointly or severally and whether owed as
principal or surety or in any other capacity

"Obligors" means BP International Limited and BP Oil International
Limited

"Lender" means BNP Paribas
(see continuation sheet)

Continuation page

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

MG01

Particulars of a mortgage or charge

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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

Continuation page

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

Name	BNP Paribas
Address	16 boulevard des Italiens
	Paris, France
Postcode	7 5 0 0 9
Name	
Address	
Postcode	

6

Short particulars of all the property mortgaged or charged

Please give the short particulars of the property mortgaged or charged

Continuation page

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

Short particulars	<p>The balance from time to time standing to the credit of the Account, including all interest credited to the Account, and all the Obligors' right, title and interest in and to and the benefit of the Account and the indebtedness represented by such credit balance</p> <p>"Account" means the account held in the name of BP Oil International Limited, numbered USD Account 0012717298 (IBAN GB11CITI18500812717298) and maintained with the Citibank NA's office at 25 Canada Square, Canary Wharf London, E14 5LB</p>
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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

N/A

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 866).

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 870). 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 Holman Fenwick Willan LLP 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 Peter Emery

Company name Holman Fenwick Willan LLP

Address Friary Court

65 Crutched Friars

Post town London

County/Region

Postcode

E C 3 N 2 A E

Country England

DX DX1069 London City EC3

Telephone 020 7264 8126



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

MG01 - continuation page

Particulars of a mortgage or charge

4	Amount secured	
	Please give us details of the amount secured by the mortgage or charge	
Amount secured	<p>"Finance Documents" means the Facility Agreement dated 8 September 2008 between the Obligors and the Lender, the Assignment, the Deed of Charge, the Power of Attorney and any other document so designated by the Lender with the approval of the Obligors</p> <p>"Letter of Credit" means the letter of credit No LCIM1136012 dated 15 December 2010 for the amount of USD 22,750,000 plus or minus ten per cent, opened in favour of BP International Limited by BNP Paribas and confirmed by Libyan Arab Foreign Bank, Tripoli</p> <p>"Deed of Charge" means a deed of charge between the Obligors and the Lender in relation to the Designated Sales Contract dated 22 December 2010</p> <p>"Power of Attorney" means the irrevocable and unconditional power of attorney granted by each of the Obligors, by way of security for the performance of its obligations to the Lender dated 22 December 2010</p>	



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. 2**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT AN ACCOUNT ASSIGNMENT DATED
14 JANUARY 2011 AND CREATED BY BP INTERNATIONAL
LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME
DUE FROM THE OBLIGORS TO THE LENDER 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 27 JANUARY
2011

GIVEN AT COMPANIES HOUSE, CARDIFF THE 27 JANUARY
2011

DX



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES