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COMPANIES FORM No. 395
Particulars of a charge

Section 7

395

ease do not
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Pursuant to section 395 of the Companies Act 1985

ease complete
gibly, preferably
black type, or
old block lettering

insert full name
of company

To the Registrar of Companies

For official use

Company number

[] [] [] [] [] [] [] [] [] []

1020949

Name of company

* Hardy Petroleum Limited

Date of creation of the charge

18th January 1990

Description of the instrument (if any) creating or evidencing the charge (note 2)

Deed of Cross Charge created under the terms of the Permit Exploration Joint Operating Agreement dated 5th August 1985 (the "JOA").

Amount secured by the charge

Any sum (including interest) due from any Party to the Operator or to the other Parties or any of them pursuant to Section 16.3 of the JOA mentioned above.

Names and addresses of the chargees or persons entitled to the charge

Each Company which is a party to the Deed of Cross Charge dated 18th January 1990 other than Hardy Petroleum Limited.

Postcode

Presentor's name address and reference (if any):

Hardy Petroleum Limited,
2 Chalkhill Road,
Limited W6 8DW

For official Use

Mortgage Section

Post room

REGISTERED

15 MAR 1990

Time critical reference

Short particulars of all the property charged

Please do not
write in
this margin

Please complete
legibly, preferably
in black type, or
bold block lettering

The Company's present and future interest in its participating interest in the property and assets and rights as defined in the JOA. The charge shall be a first floating charge save that as regards the present and future interest of the charging party in any freehold and leasehold land included amongst the Joint Property and the Joint Area to the extent necessary to give effect to the Deed, such charge shall be a first fixed charge.

Particulars as to commission allowance or discount (note 3)

signed

[Signature]

Date

March 12, 1990

On behalf of [company][chargee]†

† delete as
appropriate

Notes

The original instrument (if any) creating or evidencing the charge, together with these prescribed particulars correctly completed must be delivered to the Registrar of Companies within 21 days after the date of creation of the charge (section 395). If the property is situated and the charge was created outside the United Kingdom delivery to the Registrar must be effected within 21 days after the date on which the instrument could in due course of post, and if dispatched with due diligence, have been received in the United Kingdom (section 398). A copy of the instrument creating the charge will be accepted where the property charged is situated and the charge was created outside the United Kingdom (section 398) and in such cases the copy must be verified to be a correct copy either by the company or by the person who has delivered or sent the copy to the registrar. The verification must be signed by or on behalf of the person giving the verification and where this is given by a body corporate it must be signed by an officer of that body. A verified copy will also be accepted where section 398(4) applies (property situate in Scotland or Northern Ireland) and Form No. 398 is submitted.

A description of the instrument, eg "Trust Deed", "Debenture", "Mortgage" or "Legal charge", etc, as the case may be, should be given.

In this section there should be inserted the amount or rate per cent. of the commission, allowance or discount (if any) paid or made either directly or indirectly by the company to any person in consideration of his;

- (a) subscribing or agreeing to subscribe, whether absolutely or conditionally, or
 - (b) procuring or agreeing to procure subscriptions, whether absolute or conditional,
- for any of the debentures included in this return. The rate of interest payable under the terms of the debentures should not be entered.

If any of the spaces in this form provide insufficient space the particulars must be entered on the prescribed continuation sheet.



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

Pursuant to section 401(2) of the Companies Act 1985

I hereby certify that a mortgage or charge executed outside the United Kingdom and comprising property situated outside the United Kingdom dated the 18th JANUARY 1990 and created by HARDY PETROLEUM LIMITED for securing all moneys due or to become due from the Company and/or all or any of the other companies named therein to the operator or to the other Parties (as defined) under the terms of the Permit Exploration Joint Operating Agreement dated 5th AUGUST 1985 was registered pursuant to Chapter I Part XII of the Companies Act 1985, on the 15th MARCH 1990

Given under my hand at the Companies Registration Office,
Cardiff the 26th MARCH 1990

No. 1020949

P. JONES

an authorised officer

Certificate and instrument received by

P. Jones.....

.....

Date 26/3/90 JK.....

Particulars of a charge

395

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

[N]

1020949

Name of company

* Hardy Petroleum Limited

Date of creation of the charge

18th January 1990

Description of the instrument (if any) creating or evidencing the charge (note 2)

Deed of Cross Charge created under the terms of the Approved Field Production Joint Operating Agreement dated 5th August 1985 (JOA)

Amount secured by the charge

Any sum (including interest) due from the company to the Operator or to the other Parties or any of them pursuant to Section 12.4 of the JOA mentioned above.

Names and addresses of the chargees or persons entitled to the charge

Each company which is a party to the Deed of Cross Charge dated 18th January 1990 other than Hardy Petroleum Limited

Postcode

Presentor's name address and reference (if any):

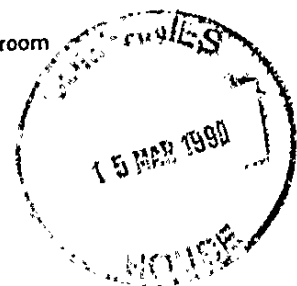
Hardy Petroleum Limited
2 Chalkhill Road,
London W6 8DW

For official Use
Mortgage Section

REGISTERED

15 MAR 1990

Post room



Time critical reference

Short particulars of all the property charged

Please do not
write in
this margin

Please complete
legibly, preferably
in black type, or
bold block lettering

The Company's present and future interest in its participating interest in the joint property as set out in the JOA mentioned above in respect of the Harriet Oilfields, Western Australia together with its interest (present or future) in any Sales Contracts and Sales rights. The charge shall be a first floating charge save in respect of the charging party's interest in the following, where it will be a first fixed charge :-

- (i) the Production Facilities and all related contracts;
- (ii) any freehold and leasehold land included amongst the joint property;
- (iii) the Production Agreements;
- (iv) the Sales Contracts (excluding any present or future entitlement to proceeds of sale and accounts receivable).

Particulars as to commission allowance or discount (note 3)

Signed

James Butler

Date

March 12, 1990

In behalf of [company][chargee]†

† delete as
appropriate

Notes

The original instrument (if any) creating or evidencing the charge, together with these prescribed particulars correctly completed must be delivered to the Registrar of Companies within 21 days after the date of creation of the charge (section 395). If the property is situated and the charge was created outside the United Kingdom delivery to the Registrar must be effected within 21 days after the date on which the instrument could in due course of post, and if dispatched with due diligence, have been received in the United Kingdom (section 398). A copy of the instrument creating the charge will be accepted where the property charged is situated and the charge was created outside the United Kingdom (section 398) and in such cases the copy must be verified to be a correct copy either by the company or by the person who has delivered or sent the copy to the registrar. The verification must be signed by or on behalf of the person giving the verification and where this is given by a body corporate it must be signed by an officer of that body. A verified copy will also be accepted where section 398(4) applies (property situated in Scotland or Northern Ireland) and Form No. 398 is submitted.

A description of the instrument, eg "Trust Deed", "Debenture", "Mortgage" or "Legal charge", etc, as the case may be, should be given.

In this section there should be inserted the amount or rate per cent. of the commission, allowance or discount (if any) paid or made either directly or indirectly by the company to any person in consideration of his;

- (a) subscribing or agreeing to subscribe, whether absolutely or conditionally, or
 - (b) procuring or agreeing to procure subscriptions, whether absolute or conditional,
- for any of the debentures included in this return. The rate of interest payable under the terms of the debentures should not be entered.

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CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

Pursuant to section 401(2) of the Companies Act 1985

I hereby certify that a mortgage or charge executed outside the United Kingdom and comprising property situated outside the United Kingdom dated the 18th JANUARY 1990 and created by HARDY PETROLEUM LIMITED for securing all moneys due or to become due from the Company and/or all or any of the other companies named therein to the operator or to the other Parties (as defined) under the terms of the Permit Exploration Joint Operating Agreement dated 5th AUGUST 1985 was registered pursuant to Chapter I Part XII of the Companies Act 1985, on the 15th MARCH 1990

Given under my hand at the Companies Registration Office,
Cardiff the 26th MARCH 1990

No. 1020949

P. Jones
P. JONES

an authorised officer

Certificate and instrument received by

Post

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Date *26/3 JK*

C.69d (Rev)

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COMPANIES FORM No. 395

Particulars of a charge

Section 1

395

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Pursuant to section 395 of the Companies Act 1985

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MS21C

To the Registrar of Companies

For official use

Company number

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1020949

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black type, or
old block lettering

Name of company

* Hardy Petroleum Limited

insert full name
of company

Date of creation of the charge

18th January 1990

Description of the instrument (if any) creating or evidencing the charge (note 2)

Deed of Cross Charge created under the terms of the Production Licence
Exploration Joint Operating Agreement dated 8th August 1985 ("JOA").

Amount secured by the charge

Any sum (including interest) due from the Company to the Operator
or to the other Parties or any of them pursuant to Section 16.3 of
the JOA mentioned above, all terms as defined in that JOA.

Names and addresses of the chargees or persons entitled to the charge

Each company which is a party to the Deed of Cross Charge dated 18th
January 1990 other than Hardy Petroleum Limited

Postcode

Presentor's name address and
reference (if any):

Hardy Petroleum Limited,
2 Chalkhill Road,
London W6 8DW

For official Use
Mortgage Section

REGISTERED

15 MAR 1990

Post room

15 MAR 1990

Time critical reference

Short particulars of all the property charged

The Company's present and future interest in its participating interest in the Joint Property and exploration rights as set out in the JOA referred to in the Deed of Cross Charge. The charge shall be a first floating charge save that as regards the present and future interest of the charging party in any freehold and leasehold land included amongst the Joint Property and the Joint Area to the extent necessary to give effect to the Deed, such charge shall be a first fixed charge.

Please do not write in this margin

Please complete legibly, preferably in black type, or bold block lettering

Particulars as to commission allowance or discount (note 3)

Signed

James Hutchinson

Date

March 12, 1990

In behalf of [company][chargee]†

† delete as appropriate

Notes

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Given under my hand at the Companies Registration Office,
Cardiff the 26th MARCH 1990

No. 1020949

P. Jones
P. JONES

an authorised officer

Certificate and instrument received by

Pose

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Date *24/3 JK*

C.69d (Rev)