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COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

RBS
20669
1047Please do not
write in
this margin

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies
(Address overleaf)

For official use Company number

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

1021095

Name of company

* STAR ENERGY UK ONSHORE LIMITED (the "Company")

* insert full name
of company

Date of creation of the charge

2nd July 2001

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

CHARGE OVER ACCOUNTS (the "Charge")

Amount secured by the mortgage or charge

The Secured Liabilities

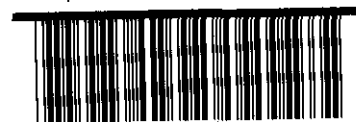
Names and addresses of the mortgagees or persons entitled to the charge

CIBC WORLD MARKETS PLC, Cottons Centre, Cottons Lane, for itself and as agent and
trustee for the Lenders (the "Chargee")

Postcode SE1 2QL

Presentor's name address and
reference (if any):Dundas & Wilson CS
Saltire Court
20 Castle Terrace
EDINBURGH EH1 2EN
Ref: ADCF/SJP/CAN015.0005For official Use
Mortgage Section

Post room

A22
COMPANIES HOUSE0861
11/07/01

Time critical reference

Short particulars of all the property mortgaged or charged

The Charged Accounts and the Charged Funds

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

N/A

Signed



Date

10/7/01

On behalf of ~~company~~ [chargee]*

*
delete as
appropriate

The address of the Registrar of Companies is: -

Companies House, Crown Way, Cardiff CF4 3UZ

These are the definitions referred to in the foregoing Form 395 in respect of the Charge over Accounts given by Star Energy UK Onshore Limited in favour of CIBC World Markets plc dated 2nd July 2001

"Accession Agreement" means an Accession Agreement substantially in the form of Schedule 6 to the Agreement;

"Agreement" means the Facility Agreement dated 2nd July 2001 among, inter alia, the Company and the Chargee as amended, exceeded to, varied, supplemented or novated from time to time;

"Agent" means CIBC World Markets plc as agent for the Lenders;

"Borrowers" means each of Star Energy Limited (3806814), Star Energy UK Onshore Limited (1021095) and Star Energy (East Midlands) Limited (3966330);

"Charged Accounts" means each of the Dollar Proceeds Account (Sort Code 80-20-13), (Account No. 49250USD03), and the Sterling Proceeds Account (Sort Code 80-41-20), (Account No. 00884034) operated by the Company;

"Charged Assets" means the whole of the property (including uncalled capital) which is or may be from time to time comprised in the property and undertaking of the Company;

"Charged Funds" means the monies from time to time standing to the credit of the Charged Accounts;

"Fee Letter" means the mandate letter from the Agent dated 22nd March 2001 and countersigned by the Borrowers on 23rd June 2001;

"Finance Document" means the Agreement, the Security Documents, each Accession Agreement, the Fee Letter, each Hedging Agreement and any other document designated by the Agent and the Borrowers as a Finance Document;

"Hedging Agreement" means each Hedging Agreement entered into by the Borrower with the Hedging Counterparty pursuant to Clause 19.22 of the Agreement;

"Hedging Counterparty" means the Lender, in its capacity as Hedging Counterparty under a Hedging Agreement or such further entity as is applicable from time;

"Lenders" means the Original Lenders and each bank or financial institution which becomes a New Lender under Clause 31 of the Agreement;

"New Lender" is as defined in Clause 31.3 of the Agreement;

"Original Lenders" means the Chargee and The Governor and Company of the Bank of Scotland;

"Relevant Agreements" means the agreements listed in Schedule 2 of the Charge;

"Secured Liabilities" means all present and future obligations and liabilities (whether actual or contingent and whether owned jointly or severally or in any other capacity (whatsoever) of the Company to the Lenders (or any of them) under each or any of the Finance Documents together with all costs, charges and expenses incurred by any Lender in connection with the protection, preservation or enforcement of its respective rights under the Finance Documents or any other document evidencing or securing any such liabilities;

"Security Documents" means the Debentures between each of the Borrowers and the Agent, the Corporate Cross Guarantee between the Borrowers and the Agent, the Charges over Accounts by each of the Borrowers in favour of the Agent, the Shares Mortgage by Star Energy Limited in favour of the Chargee in respect of shares in Star Energy UK Onshore Limited and Star Energy (East Midlands) Limited and each other document that the Agent may reasonably require to be executed in connection with the Agreement guaranteeing and/or creating or evidencing the right security for, or otherwise in support of, the obligations of a Borrower to the Agent.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 01021095

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A CHARGE OVER ACCOUNTS DATED THE 2nd JULY 2001 AND CREATED BY STAR ENERGY UK ONSHORE LIMITED FOR SECURING ALL OBLIGATIONS AND LIABILITIES WHATSOEVER DUE OR TO BECOME DUE FROM THE COMPANY TO THE LENDERS (AS DEFINED), OR ANY OF THEM, UNDER EACH OR ANY OF THE FINANCE DOCUMENTS (AS DEFINED) OR ANY OTHER DOCUMENT WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 11th JULY 2001.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 12th JULY 2001.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

A handwritten signature in the bottom left corner of the document.