

M

CHFP025

Please do not
write in
this margin

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

*insert full name
of company

† delete as
appropriate

‡ insert a description
of the instrument(s)
creating or
evidencing the
charge, eg
'Mortgage',
'Charge',
'Debenture' etc.

§ the date of
registration may be
confirmed from the
certificate

§ insert brief details
of property or
undertaking no
longer subject to
the charge

COMPANIES FORM No. 403b

Declaration that part of the property or undertaking charged (a) has been released from the charge; (b) no longer forms part of the company's property or undertaking

Pursuant to section 403(1) (b) of the Companies Act 1985

To the Registrar of Companies
(Address overleaf)

For official use

Company number

8

2571241

Name of company

* Humber Power Limited (the "Company")

I, PHILIPPE SAVQUET
of 14 BIS RUE RAYNOUARD, PARIS, FRANCE

[a director] [the secretary] [the administrator] [the administrative receiver]† of the above company, do

solemnly and sincerely declare that with respect to the charge described below the part of the property
or undertaking described [has been released from the charge] [has ceased to form part of the
company's property or undertaking] ‡

Date and description of charge ‡ See Schedule 1

Date of registration § 9 December 1996

Name and address of [chargee] [trustee for the debenture holders] †
See Schedule 2

Short particulars of property or undertaking released or no longer part of the company's property or
undertaking §
See Schedule 3

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the
provisions of the Statutory Declarations Act 1835.

Declared at HERBERT SMITH PARIS Declarant to sign below

Day Month Year

on 11 10 2001

before me W. D. MAREL (WANDA TOMASZEK, SOLICITOR)

A Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for Oaths

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

Clifford Chance Limited Liability
200 Aldersgate Street
London
EC1A 4JJ

Doc: 946487
BXM/H1907/675

For official use
Mortgage section

Post room



Schedule 1

Continuation to Form 403b

Registered 9 December 1996

Company No: 2571241

Security Assignment entitled "**Lessor Collateral Accounts Security Assignment**" dated 21 November 1996 (the "**Security Assignment**") between Humberland Limited ("**HL**"), the Company and Natwest Leasing Industries Limited (the "**Lessor**").

Schedule 2

Continuation to Form 403b

Registered 9 December 1996

Company No: 2571241

LLOYDS (NIMROD) LEASING INDUSTRIES LIMITED (formerly Natwest Leasing Industries Limited), a company incorporated in England and Wales (registered number 1974805) or 71 Lombard Street, London EC3P 3BS in its capacity as lessor.

Schedule 3

Continuation to Form 403b

Registered 9 December 1996

Company No: 2571241

Short particulars of property no longer part of the company's property or undertaking released

The Company as beneficial owner with full title guarantee assigned absolutely and agreed to assign absolutely to the Lessor all of its right, title and interest in and to (i) each of the Lessor Collateral Accounts and (ii) all sums of money which at the date of the Security Assignment may or which may from time to time or at any time be standing to the credit of each of the Lessor Collateral Accounts together with all interest thereon and all other rights and benefits accruing to or arising in connection therewith including all of its rights against the Phase II Account Bank in connection with any of the Phase II First Lessor Collateral Account and the Phase II Third Lessor Collateral Account and against the Phase I Account Bank in connection with the Phase I First Lessor Collateral Account and the Phase I Third Lessor Collateral Account.

The Definitions:

In this Form 403b and the continuation sheets:

"Lessor Collateral Accounts" means:

- (a) the Phase I First Lessor Collateral Account and the Phase I Third Lessor Collateral Account;
- (b) the Phase II First Lessor Collateral Account and the Phase II Third Lessor Collateral Account;

(and includes any of the accounts referred to in (a) and (b) above;

"Phase I Account Bank" means the National Westminster Bank Plc or such other company in the Lessors' Group (as defined in the Phase I Lease) with whom the Lessor Collateral Accounts are maintained from time to time pursuant to Clause 12.6.5 of the Phase I Lease;

"Phase I First Lessor Collateral Account" means initially the Sterling account no. 0547557 and designated "Humberland Limited/Humber Power Limited - Phase I First Lessor Collateral Account" held in the joint names of the Company and HL with National Westminster Bank Plc (Treasury Settlements) Sort Code 70-01-19 or, as a result of the operation of either Clause 15.3 of the Phase I Deposit Agreement (as defined in the Security Assignment) or Clause 12.6.5 of the Phase I Lease, such other Sterling account in the joint names of the Company and HL at the relevant branch of the Phase I Account Bank as is designated as the "Phase I First Lessor Collateral Account" from time to time;

"Phase I Third Lessor Collateral Account" means initially the Sterling account no. 555665 and designated "Humberland Limited/Humber Power Limited - Phase I Third Lessor Collateral Account" held in the joint names of the Company and HL with National Westminster Bank Plc (Treasury Settlements) Sort Code 70-01-19 or, as a result of the operation of either Clause 15.3 of the Phase I Deposit Agreement (as defined in the Security Assignment) or Clause 12.6.5 of the Phase I Lease, such other Sterling account in the joint names of the Company and HL at the relevant branch of the Phase I Account Bank as is designated as the "Phase I Third Lessor Collateral Account" from time to time;

"Phase II Account Bank" means National Westminster Bank Plc or such other company in the Lessor's Group (as defined in the Phase II Lease) with whom the Lessor Collateral Accounts are maintained from time to time pursuant to Clause 12.6.5. of the Phase II Lease;

"Phase II Ancillary Agreements" in the Phase II Lease;

"Phase II First Lessor Collateral Account" means initially the Sterling account no. 555681 and designated "Humberland Limited/Humber Power Limited - Phase II First Lessor Collateral Account" held in the joint names of the Company and HL with National Westminster Bank Plc (Treasury Settlements) Sort Code 70-01-19 or, as a result of the operation of either Clause 15.3 of the Phase II Deposit Agreement or Clause 12.6.5 of the Phase II Lease, such other Sterling account in the joint names of the Company and HL at the relevant branch of the Phase II Account Bank as is designated as the "Phase II First Lessor Collateral Account" from time to time;

"Phase II Third Lessor Collateral Account" means initially the Sterling account no. 555703 and designated "Humberland Limited/Humber Power Limited - Phase II Third Lessor Collateral Account" held in the joint names of the Company and HL with National Westminster Bank Plc (Treasury Settlements) Sort Code 70-01-19 or, as a result of the operation of either Clause 15.3 of the Phase II Deposit Agreement or Clause 12.6.5. of the Company and HL at the relevant branch of the Phase II Account Bank as is designated as the "Phase II Third Lessor Collateral Account" from time to time;

"Phase II Lease" means the lease agreement dated 21 November 1996 between the Lessor and HL.