



Companies House
— for the record —

AR01 (ef)

Annual Return



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Company Name: **Northern Gas Processing Limited**

Company Number: **02866642**

Date of this return: **23/10/2011**

SIC codes: **09100**

Company Type: **Private company limited by shares**

Situation of Registered Office: **20/22 BEDFORD ROW
LONDON
UNITED KINGDOM
WC1R 4JS**

Officers of the company

Company Secretary 1

Type: **Corporate**
Name: **JORDAN COMPANY SECRETARIES LIMITED**

*Registered or
principal address:* **21 ST THOMAS STREET
BRISTOL
UNITED KINGDOM
BS1 6JS**

European Economic Area (EEA) Company

Register Location: **ENGLAND & WALES**
Registration Number: **00555893**

Company Director **1**

Type: **Person**

Full forename(s): **MICHAEL ROSS**

Surname: **BROWN**

Former names:

Service Address: **1 AYRES END COTTAGES
AYRES END LANE
HARPENDEN
HERTFORDSHIRE
UNITED KINGDOM
AL5 1AL**

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: **21/07/1962** *Nationality:* **BRITISH**

Occupation: **COMPANY EXECUTIVE**

Company Director 2

Type: **Person**
Full forename(s): **ANDREW**

Surname: **HEPPEL**

Former names:

Service Address: **1 WILTON ROAD
BEACONSFIELD
BUCKINGHAMSHIRE
UNITED KINGDOM
HP9 2BS**

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: **07/01/1971** *Nationality:* **BRITISH**
Occupation: **ENERGY EXECUTIVE**

Company Director 3

Type: **Person**

Full forename(s): **MR JURRIAAN**

Surname: **VAN DER SCHEE**

Former names:

Service Address: **BUCHANAN HOUSE 3 ST JAMES'S SQUARE
LONDON
UNITED KINGDOM
SW1Y 4JU**

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: **10/04/1977**

Nationality: **DUTCH**

Occupation: **NONE SUPPLIED**

Company Director **4**

Type: **Person**
Full forename(s): **ANDREA**

Surname: **ZAMBELLI**

Former names:

Service Address: **18 SOUTHDEAN GARDENS
LONDON
UNITED KINGDOM
SW19 6NU**

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: **06/02/1975** *Nationality:* **ITALIAN**
Occupation: **INVESTMENT MANAGER**

Statement of Capital (Share Capital)

Class of shares	CLASS A PREFERENCE SHARES	<i>Number allotted</i>	4000000
		<i>Aggregate nominal value</i>	4000000
<i>Currency</i>	USD	<i>Amount paid per share</i>	1
		<i>Amount unpaid per share</i>	0

Prescribed particulars

SUBJECT TO THE RIGHTS BELOW, THE A PREFERENCE SHARES DO NOT ENTITLED A HOLDER THEREOF ("AN A PREFERENCE SHAREHOLDER") TO VOTE. ON A RESOLUTION WHERE A PREFERENCE SHAREHOLDERS ARE ENTITLED TO VOTE, ON A SHOW OF HANDS EVERY A PREFERENCE SHAREHOLDER HAS ONE VOTE AND ON A POLL EVERY A PREFERENCE SHAREHOLDER HAS ONE VOTE FOR EVERY A PREFERENCE SHARE HELD BY HIM. THE A PREFERENCE SHARES ENTITLE THE HOLDERS TO VOTE IN THE CIRCUMSTANCES MORE PARTICULARLY SET OUT IN ARTICLE 3.2.3(C) OF THE COMPANY'S ARTICLES. THE APPOINTMENT OR RE-APPOINTMENT OF AUDITORS IS NOT EFFECTIVE UNLESS PREVIOUSLY APPROVED IN WRITING BY THE HOLDER OR HOLDERS OF A MAJORITY IN NOMINAL VALUE OF EACH CLASS OF PREFERENCE SHARES. THE HOLDER OR HOLDERS OF A MAJORITY IN NOMINAL VALUE OF EACH CLASS OF PREFERENCE SHARES MAY SERVE NOTICE ON THE COMPANY TO TERMINATE THE APPOINTMENT OF AUDITORS. AS LONG AS ANY PREFERENCE SHARE IS OUTSTANDING (AND ANY ACCRUED AND UNPAID PREFERENCE DIVIDENDS REMAIN UNPAID) THE COMPANY OR ANY SUBSIDIARY WILL NOT WITHOUT THE PRIOR WRITTEN APPROVAL OR AFFIRMATIVE VOTE OF ALL THE HOLDERS OF THE PREFERENCE SHARES WITHOUT REGARD TO CLASS, TAKE OR PERMIT TO BE TAKEN ACTIONS (AND ANY ACTION IN VIOLATION THIS PROVISION SHALL BE WITHOUT THE POWER OF THE COMPANY AND BE VOID AB INITIO) AS MORE PARTICULARLY SET OUT IN PARAGRAPHS (A) TO (G) INCLUSIVE OF CLAUSE 3.2.5 OF THE COMPANY'S ARTICLES.

Class of shares	CLASS B PREFERENCE SHARES	<i>Number allotted</i>	1
		<i>Aggregate nominal value</i>	1
<i>Currency</i>	USD	<i>Amount paid per share</i>	1
		<i>Amount unpaid per share</i>	0

Prescribed particulars

SUBJECT TO THE RIGHTS BELOW, THE B PREFERENCE SHARE DOES NOT ENTITLE THE HOLDER THEREOF ("THE B PREFERENCE SHAREHOLDER") TO VOTE. ON A RESOLUTION WHERE THE B PREFERENCE SHAREHOLDER IS ENTITLED TO VOTE ON A SHOW OF HANDS THE B PREFERENCE SHAREHOLDER HAS ONE VOTE AND ON A POLL THE B PREFERENCE SHAREHOLDER HAS ONE VOTE FOR THE B PREFERENCE SHARE HELD BY HIM. THE B PREFERENCE SHARE ENTITLES THE HOLDER TO VOTE IN THE CIRCUMSTANCES MORE PARTICULARLY SET OUT IN ARTICLE 3.2.3(C) OF THE COMPANY'S ARTICLES. THE APPOINTMENT OR RE-APPOINTMENT OF AUDITORS IS NOT EFFECTIVE UNLESS PREVIOUSLY APPROVED IN WRITING BY THE HOLDER OR HOLDERS OF A MAJORITY IN NOMINAL VALUE OF EACH CLASS OF PREFERENCE SHARES. THE HOLDER OR HOLDERS OF A MAJORITY IN NOMINAL VALUE OF EACH CLASS OF PREFERENCE SHARES MAY SERVE NOTICE ON THE COMPANY TO TERMINATE THE APPOINTMENT OF AUDITORS. AS LONG AS ANY PREFERENCE SHARE IS OUTSTANDING (AND ANY ACCRUED AND UNPAID PREFERENCE DIVIDENDS REMAIN UNPAID) THE COMPANY OR ANY SUBSIDIARY WILL NOT WITHOUT THE PRIOR WRITTEN APPROVAL OR AFFIRMATIVE VOTE OF ALL THE HOLDERS OF THE PREFERENCE SHARES WITHOUT REGARD TO CLASS, TAKE OR PERMIT TO BE TAKEN ACTIONS (AND ANY ACTION IN VIOLATION THIS PROVISION SHALL BE WITHOUT THE POWER OF THE COMPANY AND BE VOID AB INITIO) AS MORE PARTICULARLY SET OUT IN PARAGRAPHS (A) TO (G) INCLUSIVE OF CLAUSE 3.2.5 OF THE COMPANY'S ARTICLES.

Class of shares	ORDINARY	<i>Number allotted</i>	100
		<i>Aggregate nominal value</i>	100
<i>Currency</i>	USD	<i>Amount paid per share</i>	1
		<i>Amount unpaid per share</i>	0

Prescribed particulars

ON A SHOW OF HANDS EVERY HOLDER OF ORDINARY SHARES HAS ONE VOTE AND ON A POLL EVERY HOLDER HAS ONE VOTE FOR EVERY ORDINARY SHARE HELD BY HIM.

Statement of Capital (Totals)

<i>Currency</i>	USD	<i>Total number of shares</i>	4000101
		<i>Total aggregate nominal value</i>	4000101

Full Details of Shareholders

The details below relate to individuals / corporate bodies that were shareholders as at 23/10/2011 or that had ceased to be shareholders since the made up date of the previous Annual Return

A full list of shareholders for a private or non-traded public company are shown below

Shareholding 1 : 100 ORDINARY shares held as at the date of this return

Name: TEESSIDE GAS & LIQUIDS PROCESSING

Shareholding 2 : 0 CLASS A PREFERENCE SHARES shares held as at the date of this return

4000000 shares transferred on 2011-06-30

Name: MATLINPATTERSON GLOBAL OPPORTUNITIES PARTNERS (CAYMAN) II LP

Shareholding 3 : 4000000 CLASS A PREFERENCE SHARES shares held as at the date of this return

Name: TEESSIDE GAS PROCESSING PLANT LIMITED

Shareholding 4 : 0 CLASS B PREFERENCE SHARES shares held as at the date of this return

Name: MATLINPATTERSON GLOBAL OPPORTUNITIES PARTNERS (CAYMAN) II LP

Shareholding 5 : 1 CLASS B PREFERENCE SHARES shares held as at the date of this return

Name: TEESSIDE GAS PROCESSING PLANT LIMITED

Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Charity Commission Receiver and Manager, CIC Manager, Judicial Factor.