



Companies House
— for the record —

AR01 (ef)

Annual Return



X3RHRF3H

Received for filing in Electronic Format on the: **19/11/2009**

Company Name: **NORTHERN GAS PROCESSING LIMITED**

Company Number: **02866642**

Date of this return: **22/10/2009**

SIC codes: **1120**

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

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

Officers of the company

Service Address:

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: **555893**

Consented to Act: **Y** *Date authorised:* *Authenticated:* **ERRO**

Company Director 1

Type: **Person**

Full forename(s): **RAMON**

Surname: **BETOLAZA**

Former names:

Service Address: **63 REDCLIFFE ROAD
LONDON
UNITED KINGDOM
SW10 9NQ**

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

Date of Birth: **02/03/1970** *Nationality:* **SPANISH**

Occupation: **INVESTMENT MANAGER**

Company Director **2**

Type: **Person**
Full forename(s): **GUSTIAMAN**
Surname: **DERU**
Former names:
Service Address: **MANTON HOUSE 2 DRAX AVENUE
LONDON
UNITED KINGDOM
SW20 0EH**

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

Date of Birth: **29/02/1960** *Nationality:* **INDONESIAN**
Occupation: **INVESTMENT MANAGER**

Company Director **3**

Type: **Person**
Full forename(s): **DAVID**
Surname: **SCHEURL**
Former names:
Service Address: **1 KENT HOUSE
34 KENSINGTON COURT
LONDON
UNITED KINGDOM
W8 5BE**

Country/State Usually Resident: **LONDON**

Date of Birth: **27/06/1981** *Nationality:* **GERMAN**
Occupation: **DIRECTOR**

Statement of Capital (Share Capital)

Class of shares	CLASS A	<i>Number allotted</i>	8000000
	USD	<i>Aggregate nominal value</i>	8000000.00
<i>Currency</i>		<i>Amount paid</i>	1.00
		<i>Amount unpaid</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

Class of shares	CLASS B USD	<i>Number allotted</i>	1
		<i>Aggregate nominal value</i>	1.00
<i>Currency</i>		<i>Amount paid</i>	1.00
		<i>Amount unpaid</i>	0
<i>Prescribed particulars</i>	<p>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</p>		
Class of shares	ORDINARY USD	<i>Number allotted</i>	100
		<i>Aggregate nominal value</i>	100.00
<i>Currency</i>		<i>Amount paid</i>	1.00
		<i>Amount unpaid</i>	0
<i>Prescribed particulars</i>	<p>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.</p>		

Statement of Capital (Totals)

<i>Currency</i>	USD	<i>Total number of shares</i>	8000101
		<i>Total aggregate nominal value</i>	8000101.00

Full Details of Shareholders

The details below relate to individuals / corporate bodies that were shareholders as at 22/10/2009 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 22/10/2009

Name:

TEESSIDE GAS & LIQUIDS PROCESSING

Address:

Shareholding 2:

8000000 CLASS A Shares held as at 22/10/2009

Name:

**MATLINPATTERSON GLOBAL OPPORTUNITIES PARTNERS
(CAYMAN) II LP**

Address:

Shareholding 3:

1 CLASS B Shares held as at 22/10/2009

Name: **MATLINPATTERSON GLOBAL OPPORTUNITIES PARTNERS**

Address: **(CAYMAN) II LP**

Authorisation

Authenticated

This form was authorised by one of the following:

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