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COMPANIES FORM No. 395

395

Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

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

*Insert full name
of company

To the Registrar of Companies

For official use Company number



3335516

Name of company

*HEARTLANDS POWER LIMITED

Date of creation of the charge

11th July 1997

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

Legal Charge

Amount secured by the mortgage or charge

All moneys and all obligations and liabilities whether actual or contingent now or at any time hereafter due owing or incurred to Midlands Power (UK) Limited by Rolls-Royce Power Ventures Limited under the terms of Clause 8.2 of an Agreement dated 29th November 1996 made between (1) the Chargee and (2) Rolls-Royce Power Ventures Limited ("the Principal Agreement") (as from time to time varied extended renewed or replaced by mutual consent) or any variation extension renewal or replacement thereof together with interest to date of payment at such rates and upon such terms as may from time to time be payable pursuant to the Principal Agreement (compounded quarterly on 31st December, 31st March, 30th June and 30th September in each year commencing from the date interest commences to run) and other charges and all legal and other costs charges and expenses incurred by Midlands Power (UK) Limited in relation to the Mortgagor or Rolls-Royce Power Ventures Limited or the property hereby charged or the preparation or enforcement of any security for any moneys obligations or liabilities hereby secured on a full and unqualified indemnity basis

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

MIDLANDS POWER (UK) LIMITED (Company Number 2251099) whose registered office is at Mucklow Hill, Halesowen, West Midlands

Postcode B62 8BP

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

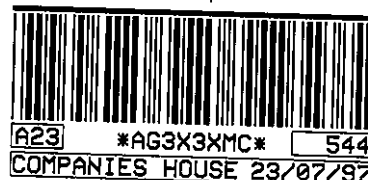
EVERSHEDS
Solicitors
10 Newhall Street
Birmingham, B3 3LX

Ref: P.19.djw.B59250-2

Time critical reference

For official use
Mortgage section

Post room



Short particulars of all the property mortgaged or charged

(1) Freehold property at Fort Dunlop, Wood Lane, Erdington, Birmingham registered at H.M. Land Registry under Title Numbers WM 629346 and WM 599057

(2) All the Chattels as defined in the Principal Agreement referred to above

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)

Nil

Signed


Eversheds

Date 22nd July 1997

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

*Delete as appropriate

Notes

1. 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.
2. A description of the instrument, eg "Trust Deed", "Debenture", "Mortgage" or "Legal charge", etc, as the case may be, should be given.
3. 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.
4. If any of the spaces in this form provide insufficient space the particulars must be entered on the prescribed continuation sheet.

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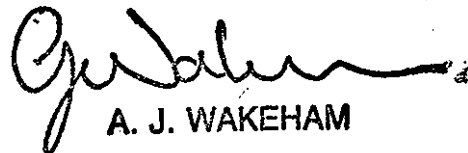
CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03335516

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 11th JULY 1997 AND CREATED BY HEARTLANDS POWER LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM ROLLS-ROYCE POWER VENTURES LIMITED TO MIDLANDS POWER (UK) LIMITED UNDER THE TERMS OF CLAUSE 8.2 OF AN AGREEMENT DATED 29TH NOVEMBER 1996 (THE PRINCIPAL AGREEMENT) AND ALL OTHER MONIES DUE BY THE COMPANY OR ROLLS-ROYCE POWER VENTURES LIMITED UNDER THE CHARGE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 23rd JULY 1997.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 25th JULY 1997.


A. J. WAKEHAM

for the Registrar of Companies

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25/7
[initials]



C O M P A N I E S H O U S E