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CHFP041

COMPANIES FORM No. 395

Acc 00400134

Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge.

395

RECEIVED

Please do not
write in
this margin

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

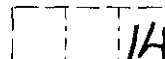
* Insert full name
of company

To the Registrar of Companies
(Address overleaf - Note 6)

For official use Company number

Name of company

* E.S. PIPELINES LIMITED



3822878

Date of creation of the charge

4 April 2006

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

Mortgage

Amount secured by the mortgage or charge

All sums due.

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

Barclays Bank PLC c/o Barclays Mercantile Business Finance Limited
Churchill Plaza, Churchill Way,
Basingstoke, Hampshire

Postcode RG21 7GP

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

HM Whitbourne
Legal Services
Barclays Mercantile
DX 3009
Basingstoke

Time critical reference

For official use
Mortgage section

Post room



A01
COMPANIES HOUSE

696
06/04/2006

Short particulars of all the property mortgaged or charged

The items as listed on the Schedule attached together with all accessories and component parts and all improvements and renewals thereof together also with all books, manuals, handbooks, technical data, drawings, schedules and other documentation (or any amendments to them) belonging to the above items.

The mortgage contains a covenant by the company not to create or allow to arise in respect of the above items any mortgage, charge, pledge, lien or other encumbrance.

Please do not write in this margin

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

A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge. (See Note 5)

Particulars as to commission allowance or discount (note 3)

NIL

Signed

Date 05/04/2006

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.
5. Cheques and Postal Orders are to be made payable to **Companies House**.
6. The address of the Registrar of Companies is:-
Companies House, Crown Way, Cardiff CF4 3UZ.

SCHEDULE - THE GOODS

The gas pipes, connections, fittings and equipment used in connection with the Borrower's business, the identification and location of which Goods is established by reference to the following projects:-

Gorbels, Hutesontown	P0232
Southmead Estate, Chippenham	P0248
Wickford Estate	P0257
Tame Valley Close, Mossley	P0272
New BGCL Networks	P2000+



FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03822878

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A MORTGAGE DEBENTURE DATED THE 4th APRIL 2006 AND CREATED BY E.S. PIPELINES LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO BARCLAYS BANK PLC WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 6th APRIL 2006.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 11th APRIL 2006.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

Dx JL.