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legibly, preferably
in black type, or
bold block lettering

*insert full name
of Company

COMPANIES FORM No. 395

408830/13

Particulars of a mortgage or charge

395

A fee of £13 is payable to Companies House in respect
of each register entry for a mortgage or charge.

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number

[2] [] [] []

04448876

Name of company

* EAGA ENERGY SOLUTIONS LIMITED ("the Company")

Date of creation of the charge

17 March 2009

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

Debenture ("the Debenture")

Amount secured by the mortgage or charge

1. All the Company's obligations and liabilities to the Lender of any kind and in any currency (whether present or future, actual or contingent and whether as principal or surety or incurred alone or jointly with another and whether the relevant Lender shall have been an original party to the transaction or not).

2. The Expenses.

3. Interest on the obligations and liabilities to the Lender covenanted to be discharged and/or paid by the Company under clauses 2.1 and 2.2 of the Debenture from the date on which the Company has agreed to pay Interest on them or, if there is no such agreement, from the date on which they become due,

(together "the Obligations")

(All definitions not defined in the text are given at Addendum 2 of the continuation sheet)

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

BARCLAYS BANK PLC, NORTH OF ENGLAND TEAM, BARCLAYS COMMERCIAL BANK, PO BOX 378, 71 GREY STREET, NEWCASTLE UPON TYNE ("the Lender")

Postcode NE99 1JP

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

Dickinson Dees LLP
St Ann's Wharf
112 Quayside
Newcastle upon Tyne
NE1 3DX

NFN/BAR/1/385

Time critical reference

For official Use (02/06)
Mortgage Section

Post room

FRIDAY



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20/03/2009

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COMPANIES HOUSE

Short particulars of all the property mortgaged or charged

1. By way of first legal mortgage all the freehold and leasehold property now vested in or charged to the Company, including the property (if any) specified in the Schedule to the Debenture.
2. By way of fixed charge:-
 - (a) all estates and interests in any other freehold and leasehold property now and in the future vested in or charged to the Company;
 - (b) all rights and interests in and claims under all policies of insurance and assurance now or in the future held, to be held or insuring to the Company's benefit and the benefit of all rights and claims to which the Company is now or may be entitled under any contracts;
 - (c) all the plant, machinery, fixtures, fittings, vehicles, computers and equipment now and in the future belonging to the Company (including those assets (if any) specified in the Schedule to the Debenture) and assigns to the Lender all right, title and interest of the Company under any agreements (present or future) relating to the purchase, lease or hire purchase of the same, subject to reassignment on redemption;
 - (d) all the goodwill and uncalled capital of the Company present and future;

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

Particulars as to commission allowance or discount (note 3)

NIL

Signed *D. Denison Deas LLP*

Date 19 March 2009

On behalf of ~~XXXXXXXXXXXXXXXXXXXX~~ (chargee) †

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

† 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 A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge. Cheques and Postal Orders must be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is: **Companies House, Crown Way, Cardiff CF14 3UZ**

Name of company

*insert full name
of Company

* EAGA ENERGY SOLUTIONS LIMITED ("the Company")

Addendum 1/4

1. Description of the instrument creating or evidencing the mortgage or charge (continued) (note 2)

Addendum 2/4

2. Amount due or owing on the mortgage or charge (continued)

In this Form 395, the following expressions shall have the following meanings:-

"Administrator" an administrator appointed under the Insolvency Act 1986.

"Expenses" (a) all expenses (on a full indemnity basis) incurred by an Administrator of the Company in carrying out his statutory functions and that Administrator's remuneration and (b) all expenses (on a full indemnity basis) including legal and valuation fees, from time to time paid or incurred by the Lender or any Receiver at any time in connection with the Charged Property or the Obligations or in taking, perfecting or enforcing the Debenture or in exercising any right or power under the Debenture or otherwise together with VAT upon such expenses where appropriate and Interest from the date they are incurred.

"Encumbrance" includes any mortgage, charge (fixed or floating), pledge, lien and any other arrangement or interest (whether by way of assignment, trust, title retention or otherwise) which has the effect of creating security or payment priority.

"Interest" interest at the rate or rates agreed between the relevant Lender and the Company and in the absence of agreement in respect of any liability or obligation at the rate of 2% per annum above the base rate of the Lender from time to time.

"Lease" any letting, underlease or sub-lease and any tenancy, licence or other agreement for possession or occupation.

"Receiver" any person appointed as receiver, administrative receiver, manager or receiver and manager.

"VAT" value added tax or any other tax on added value or on turnover for the time being in force.

Addendum 3/4

3. Names, addresses and descriptions of the mortgages or persons entitled to the charge (continued)

Name of company

*insert full name
of Company

* EAGA ENERGY SOLUTIONS LIMITED("the Company")

Addendum 4/4

4. Short particulars of all the property mortgaged or charged (continued)

(e) all shares, stock and other securities (whether certificated or uncertificated, represented as units or balance in an account within any clearing or settlement system) now and in the future belonging to the Company;

(f) all intellectual property rights now and in the future belonging to the Company;

(g) all present and future bank accounts, cash at bank and credit balances of the Company with the Lender, any bank or any other person and all rights relating to or attaching to them;

(h) all negotiable instruments at any time drawn, issued or endorsed in favour of, or held by or on behalf of, the Company including any such instruments which at any time have been deposited with any of the Lender (whether or not endorsed to such Lender).

3. By way of assignment, all covenants, rights, claims and guarantees relating to the Company's present and future freehold and leasehold property or that property's construction, use or title and the benefits of all easements serving or relating to such property, subject to reassignment on redemption.

4. By way of floating charge, all the undertaking and all property, assets and rights of the Company present and future wherever situate not from time to time subject to a mortgage, fixed charge or assignment under the Debenture,

(together "the Charged Property").

NB The Debenture contains a restriction to the effect that the Company will not without the Lender's prior written consent (not to be unreasonably withheld) create or permit to arise or continue any Encumbrance affecting the Charged Property or increase or extend any liability of the Company secured on any of the Charged Property.



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

**COMPANY NO. 4448876
CHARGE NO. 2**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A DEBENTURE DATED 17 MARCH
2009 AND CREATED BY EAGA ENERGY SOLUTIONS LIMITED
FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM
THE COMPANY TO BARCLAYS BANK PLC ON ANY ACCOUNT
WHATSOEVER UNDER THE TERMS OF THE AFOREMENTIONED
INSTRUMENT CREATING OR EVIDENCING THE CHARGE WAS
REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE
COMPANIES ACT 1985 ON THE 20 MARCH 2009

GIVEN AT COMPANIES HOUSE, CARDIFF THE 25 MARCH 2009



