

M

CHFP025

Please do not
write in
this margin

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

* insert full name
of Company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

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

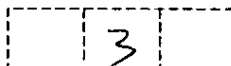
Pursuant to section 395 of the Companies Act 1985

628942/13

395

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

For official use



Company number

04648835

Name of company

D A S Green Energy UK Limited, a company registered in England and Wales with the registered number 04648835 and having its registered office at 19 Cavendish Square, London W1A 2AW, (the **Mortgagor**)

Date of creation of the charge

12 November 2007

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

Legal Mortgage dated 12 November 2007, made between the Mortgagor and the Secured Party (as defined below) (the **Mortgage**)

Amount secured by the mortgage or charge

1 The sum of £1,000,000 GBP (as defined in the November Exclusivity Agreement as the sum of the Escrow Fund and the Additional Sum (as those terms are defined therein)), which is now, or may at any time hereafter be or become, due or owing to the Secured Party by the Mortgagor pursuant to the terms of (i) the exclusivity agreement made the 12 November 2007 between the Mortgagor (1) and the Secured Party (2) (**November Exclusivity Agreement**) and (ii) the Mortgage, and

2 any other money from time to time owing from the Mortgagor to the Secured Party pursuant to the terms of the Mortgage

(together the **Secured Obligations**)

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

Sempra Energy Europe Limited, a company registered in England and Wales with registered number 03704235 and having its registered office at 111 Old Broad Street London EC2N 1SE (the **Secured Party**)

Postcode W1S 3NX

Presentor's name address and
reference (if any)

Denton Wilde Sapte LLP
One Fleet Place
London EC4M 7WS
BRK/48915 00004

Time critical reference

For official Use (02/00)

Mortgage Section

Post room

FRIDAY



LVYZHUWK

LD5

23/11/2007

101

COMPANIES HOUSE

Please return
via
CH London Counter

Short particulars of all the property mortgaged or charged

The Mortgagor

- (a) covenanted with the Secured Party that the Mortgagor will, on demand in accordance with clause 7.2.4 of the November Exclusivity Agreement, pay or discharge to the Secured Party the Secured Obligations, and
- (b) with full title guarantee (to the full extent of each and every interest the Mortgagor has in the same) charged by way of legal mortgage in the case of a legal estate or interest the Property (and/or such interest) together with all buildings, fixtures and erections on the Property,

as a continuing security to the Secured Party for the discharge, on demand, of the Secured Obligations

See the M395 Continuation Sheet attached

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)

Signed Denton Wilde Sayk LLP

Date 22 11 2007

On behalf of [company] [mortgagee/chargee][†]

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

Notes

[†] delete as appropriate

- 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.

Company number

04648835

Name of company

* insert full name
of company

D A S Green Energy UK Limited

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

Definitions

In this Form 395

Property means the freehold and leasehold properties at Eggborough Near Selby DN14 0FG as are registered at the Land Registry under title numbers NYK122556 and NYK283974 together with all plants, machinery and equipment situated thereon as more particularly described in Part 5 of schedule 3 of the Amended Asset Sale Agreement by Joint Liquidators, dated 3rd April 2003 between (1) Arbe Energy Limited (In Liquidation), (2) Arbre Farming Limited (In Liquidation), (3) Paul William Harding and Derek Anthony Howell of Pricewaterhouse Coopers ("the Joint Liquidators"), (4) Le Calorie, Inc and (5) D A S Green Energy UK Limited

Interpretation

Any reference in this Form 395 to

- (a) **Property** are references to the whole, or any part or parts of, and the proceeds of sale of, the same,
- (b) The **Mortgagor** or the **Secured Party** includes any one or more of its assigns, transferees and successors in title (in the case of the Mortgagor, so far as any such is permitted),
- (c) the words **include(s)**, **including** and **in particular** shall be construed as being by way of illustration or emphasis only and shall not be construed as, nor shall they take effect as, limiting the generality of any preceding words,
- (d) the words **other** and **otherwise** shall not be construed ejusdem generis with any preceding words where a wider construction is possible, and

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No 04648835

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL MORTGAGE DATED THE 12th NOVEMBER 2007 AND CREATED BY D A S. GREEN ENERGY UK LIMITED FOR SECURING £1,000,000 AND ALL OTHER MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO SEMPRA ENERGY EUROPE LIMITED (THE SECURED PARTY) 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 23rd NOVEMBER 2007

GIVEN AT COMPANIES HOUSE, CARDIFF THE 29th NOVEMBER 2007

L.C.
Gerr



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES