

MG01

Particulars of a mortgage or charge



V087583/13

A fee is payable with this form.

We will not accept this form unless you send the correct fee

Please see 'How to pay' on the last page



What this form is for

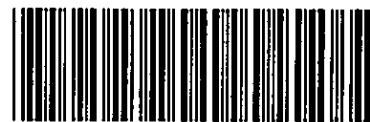
You may use this form to register
particulars of a mortgage or charge
in England and Wales or Northern
Ireland



What this form is NOT for

You cannot use this form for
particulars of a charge
company. To do this, please
use form MG01s

MONDAY



A03

A21H6HNF

04/02/2013

#124

COMPANIES HOUSE

1

Company details

Company number

0 8 3 3 6 1 3 7

Company name in full

Ridgewind Holdings Limited (the "Assignor")

4

For official use

Filling in this form

Please complete in typescript or in
bold black capitals

All fields are mandatory unless
specified or indicated by *

2

Date of creation of charge

Date of creation

d3 d1 m0 m1 y2 y0 y1 y3

3

Description

Please give a description of the instrument (if any) creating or evidencing the
charge, e.g. 'Trust Deed', 'Debenture', 'Mortgage', or 'Legal charge'

Description

Assignment of intercompany loans made to Gilston Wind Farm Limited by way of security (the
"Assignment")

4

Amount secured

Please give us details of the amount secured by the mortgage or charge

Amount secured

The obligations of Blue Energy Ridge Wind Acquisitions Limited
(the "Buyer") to pay Ridge Wind Holdings SARL (the "Assignee")
certain sums specified under the agreement for the sale and
purchase of the entire issued share capital of Ridge Wind
Acquisition Limited dated 21 December 2012 between (among
others) the Assignee and the Buyer (the "Ridgewind SPA") in
respect of the Gilston Project (as that term is defined in the
Ridgewind SPA, herein the "Project") when they become due for
payment or discharge under the Ridgewind SPA and any applicable
grace period has expired

Continuation page

Please use a continuation page if
you need to enter more details

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5

Mortgagee(s) or person(s) entitled to the charge (if any)

Please give the name and address of the mortgagee(s) or person(s) entitled to the charge

Continuation page
Please use a continuation page if you need to enter more details

Name	Ridge Wind Holdings SARL (the "Assignee")
Address	7a rue Robert Stumper
	Luxembourg
Postcode	L - 2 5 5 7
Name	
Address	
Postcode	

6

Short particulars of all the property mortgaged or charged

Please give the short particulars of the property mortgaged or charged

Continuation page
Please use a continuation page if you need to enter more details

Short particulars

- 1 The Assignment assigns all the Assignor's rights which it now has and all of the rights which it obtains at any time in the future in the "Assigned Accounts Receivable", being all present and future books and other debts and all other money and receivables owed to the Assignor by Gilston Wind Farm Limited (the "Project SPV"), both actual and contingent and whether incurred solely or jointly or in any other capacity, and in any rights accruing to, derived from or otherwise connected with them (such rights together referred to under the Assignment as the "Assigned Assets")
- 2 The Assignment contains an undertaking by the Assignor that it shall not create or permit to exist any mortgage, charge, pledge, lien or any other encumbrance or security interest of any kind over any of the Assigned Assets other than certain limited security interests described in the Assignment
- 3 The Assignment restricts any transfer or disposal of any Assigned Asset or of an interest in any Assigned Asset, or the creation of any right, privilege, power or immunity or any interest or remedy of any kind, whether personal or proprietary, over or in relation to any Assigned Asset

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7 Particulars as to commission, allowance or discount (if any)

Please insert the amount or rate percent of any commission, allowance or discount paid or made either directly or indirectly by the company to any person on consideration of his

- subscribing or agreeing to subscribe, whether absolutely or conditionally, or
- procuring or agreeing to procure subscriptions, whether absolute or conditional,

for any debentures included in this return The rate of interest payable under the terms of the debentures should not be entered

Commission, allowance or discount

nil

8 Delivery of instrument

You must deliver the original instrument (if any) creating or evidencing the charge and these prescribed particulars to the Registrar of Companies within 21 days after the date of creation of the charge (section 860) If the property is situated and the charge was created outside the United Kingdom (UK), you must deliver the information to the Registrar within 21 days after the date on which the instrument could have been received in the UK in the normal course of post and assuming you had posted it promptly (section 870)

We will accept a verified copy of the instrument creating the charge where the property charged is situated and the charge was created outside the UK (section 866) The company or the person who has delivered the copy to the Registrar must verify it to be a correct copy and sign it Where a body corporate gives the verification, an officer of that body must sign it We will also accept a verified copy where section 867(2) applies (property situated in another part of UK)

9 Signature

Please sign the form here

Signature

Signature

X

Norton Rose LLP

X

This form must be signed by a person with an interest in the registration of the charge

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Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form and will establish where we return the original documents. The contact information you give will be visible to searchers of the public record.

Contact name Joshua Singer/Clive Weston LN58812

Company name
Norton Rose LLP (Collect
London Counters)

Address

Post town

County/Region

Postcode

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Country

DX

Telephone +44 (0)20 7283 6000



Certificate

We will send your certificate to the presenter's address if given above or to the Company's Registered Office if you have left the presenter's information blank.



Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ The company name and number match the information held on the public Register
- ☐ You have included the original deed with this form
- ☐ You have entered the date the charge was created
- ☐ You have supplied the description of the instrument
- ☐ You have given details of the amount secured by the mortgagee or chargee
- ☐ You have given details of the mortgagee(s) or person(s) entitled to the charge
- ☐ You have entered the short particulars of all the property mortgaged or charged
- ☐ You have signed the form
- ☐ You have enclosed the correct fee



Important information

Please note that all information on this form will appear on the public record.



How to pay

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

Make cheques or postal orders payable to 'Companies House'



Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

For companies registered in Scotland:
The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland:
The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
DX 481 N R Belfast 1



Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

Pursuant to section 869(5) & (6) of the Companies Act 2006

**COMPANY NO. 8336137
CHARGE NO. 4**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT AN ASSIGNMENT OF
INTERCOMPANY LOANS MADE TO GILSTON WIND FARM
LIMITED BY WAY OF SECURITY DATED 31 JANUARY 2013 AND
CREATED BY RIDGEWIND HOLDINGS LIMITED FOR SECURING
ALL MONIES DUE OR TO BECOME DUE FROM BLUE ENERGY
RIDGE WIND ACQUISITIONS LIMITED (THE BUYER) TO RIDGE
WIND HOLDINGS SARL (THE ASSIGNEE) UNDER THE TERMS
OF THE AFOREMENTIONED INSTRUMENT CREATING OR
EVIDENCING THE CHARGE WAS REGISTERED PURSUANT TO
CHAPTER 1 PART 25 OF THE COMPANIES ACT 2006 ON THE 4
FEBRUARY 2013

GIVEN AT COMPANIES HOUSE, CARDIFF THE 6 FEBRUARY
2013



Companies House

L.C.



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**