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LLP395**M**

CHWP000

Please complete
in typescript, or
in bold black
capitals**Particulars of a mortgage or charge in respect
of a Limited Liability Partnership****A fee of £13 is payable to Companies House in respect of
each register entry for a mortgage or charge.**

For official use

LLP Number

OC 329 378

1

**Full Name of Limited
Liability Partnership**

ARCLIGHT CAPITAL UK LLP

**Date of creation
of the charge**

17 / 8 / 2007

**Description of the instrument
(if any) creating or evidencing
the charge (note 2)**Collateral agreement made between Citibank, N A ("the Bank") and the
Company (2) ("the Collateral Agreement")**Amount secured by the
mortgage or charge**Any existing or future direct or indirect actual or contingent payment or
delivery obligation that the company has to Citibank or, where the context
requires, to Citigroup Inc their branches, subsidiaries and affiliates, and
anyone who succeeds them or to whom they assign their rights (the "
Citigroup Organisation") and includes any amount owing pursuant to loans,
Overdrafts, interest, fees, expenses, costs, damages or guarantees any
amount owing pursuant to contracts made by the company in connection
with foreign exchange, derivatives, precious metals or securities
transactions any amount owing for payments or undertakings that Citibank
or any Citigroup Organisation make(s) or enter(s) into on the company's
instructions or on the company's behalf, including letters of credit any
amount owing for interest and fees on any of these amounts until amounts
have been discharged If Citibank or any Citigroup Organisation make(s)
demand, or obtain(s) a court judgement against the company, interest and
fees will continue to accrue at contractual rates as they did beforehand**Signed****Date**

17 / 8 / 07

On behalf of [LLP][mortgagee/chargee] (delete as appropriate)

You do not have to give any contact
information in the box opposite but if
you do, it will help Companies House
to contact you if there is a query on

PMO

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31/8/2007 142
COMPANIES HOUSE

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AIQ3SSAZ
13/09/2007 322
COMPANIES HOUSE

DT	CITIBANK N.A.
41 BERKELEY SQUARE	
LONDON W1J 5SW ^{Tel}	
E-mail	

When you have completed and signed the form please send it to the
Registrar of Companies at:**Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff**

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

Citibank, N A London ("Citibank") for itself and on behalf of Citigroup, Inc , their branches, subsidiaries and affiliates, successors and assigns
41 Berkeley Square, London, W1J 5AN

Short particulars of all the
property mortgaged
or charged

The rights to, benefits and proceeds to anything of any kind held for the company's account, or in a nominee name for the company's account, including anything held by Citibank's agent, depository of custodian including, but not limited to accounts, claims, contract rights, all documents, instruments and certificates relating to investments, securities, goods commodities, precious metals, chattels, art works, general intangibles, and all related interest, redemptions and distributions and all income, proceeds and products of the above, items in transit or held with third parties or in a clearing system for the company's account, including margin held with a broker or exchange, deposits, credit balances, currencies, proceeds of realisation or collection and fiduciary placements including those in relation to which Citibank acts as the company's investment advisor, investment manager or custodian and any rights which may be exercised at a future date or on the happening of a direct or contingent event, whether Citibank acts as principal or agent and whether Citibank's identity or the company's is disclosed or not

Particulars as to
commission allowance
or discount (*note 3*)

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 LLP398 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 LLP 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 Form LLP395 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**

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

Pursuant to section 401(2) of the Companies Act 1985 as applied to Limited Liability Partnerships pursuant to Paragraph 4 and Schedule 2 of the Limited Liability Partnerships Regulations 2000.

LLP No OC329378

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A COLLATERAL AGREEMENT DATED THE 17th AUGUST 2007 AND CREATED BY ARCLIGHT CAPITAL UK, LLP FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE LIMITED LIABILITY PARTNERSHIP TO CITIBANK, N A LONDON FOR ITSELF AND ON BEHALF OF CITIGROUP INC THEIR BRANCHES SUBSIDIARIES AND AFFILIATES SUCCESSORS AND ASSIGNS 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 AS APPLIED TO LIMITED LIABILITY PARTNERSHIPS PURSUANT TO PARAGRAPH 4 AND SCHEDULE 2 OF THE LIMITED LIABILITY PARTNERSHIPS REGULATIONS 2000 ON THE 31st AUGUST 2007

GIVEN AT COMPANIES HOUSE, CARDIFF THE 17th SEPTEMBER 2007

P. Mer



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES