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COMPANIES FORM No. 410(Scot)

Particulars of a charge created by a company registered in Scotland

410

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

CHFP025

Please do not
write in this
margin

Pursuant to section 410 of the Companies Act 1985

COMPANIES HOUSE
FEE PAID £10
EDINBURGH

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

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

For official use

Company number

117

137656

Name of company

* Fife Energy Limited (the "Company")

* insert full name
of company

Date of creation of the charge (note 1)

23 July 1999

Description of the instrument (if any) creating or evidencing the charge (note 1)

Standard Security

Amount secured by the charge

All sums and liabilities which are now and which may at any time hereafter become due, owing or incurred by Fife Energy Limited to El Paso Energy International Company ("El Paso") or to any member of the El Paso Group ("El Paso Group" being defined as any company in which El Paso holds (directly or indirectly) 50% or more of the issued equity share capital) or for or in respect of which said Fife Energy Limited may be liable to El Paso or to any member of the El Paso Group in any manner and whether actual or contingent and whether solely or jointly with any person or persons or corporation and whether as principal or surety.

Names and addresses of the persons entitled to the charge

El Paso Energy International Company (for itself and as Trustee for any member of the El Paso Group), 1001 Louisiana Street, Houston, Texas 77002, USA

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

Maclay Murray & Spens
3 Glenfinlas Street
Edinburgh
EH3 6AQ

For official use
Charges Section

Post room



SCT *SOBPFIXX* 363
COMPANIES HOUSE 03/08/99

IHR/AJM/ELP/1/1/JJM5

Laserform International 3/99

Short particulars of all the property charged.

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

ALL and WHOLE (First) the superiority of those plots or areas of ground at Westfield Development Centre, Cardenden, Fife, comprising the land upon which is sited the tar separation area, lock gas holder, coal storage area, scrub plant, raw material storage and briquetting plant, gasifier house, gas coolers (pre, after and final), part of the by-products area and land to the north east of substation A, being the plots or areas of ground shown coloured yellow on the plan annexed and signed as relative to the Standard Security (Second) the dominium utile of the said plots or areas of ground at Westfield Development Centre, aforesaid, shown coloured yellow on the said plan and (Third) that plot or area of ground at Westfield Development Centre, aforesaid, comprising the land formerly proposed as the location for the new cooling towers, being the plot or area of ground shown coloured pink on the said plan

Statement, in the case of a floating charge, as to any restrictions on power to grant further securities and any ranking provision (note 2)

Not applicable

Particulars as to commission, allowance or discount paid (see section 413(3))

Nil

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

Signed Maer M Sp

Date 3/8/99

On behalf of ~~[company]~~ [chargee]†

Notes

1. A description of the instrument e.g. "Standard Security" "Floating Charge" etc, should be given. For the date of creation of a charge see section 410(5) of the Act. (Examples - date of signing of an Instrument of Charge; date of recording/registration of a Standard Security; date of intimation of an Assignment.)

† delete as
appropriate

2. In the case of a floating charge a statement should be given of (1) the restrictions, if any, on the power of the company to grant further securities ranking in priority to, or pari passu with the floating charge; and/or (2) the provisions, if any, regulating the order in which the floating charge shall rank with any other subsisting or future floating charges or fixed securities over the property which is the subject of the floating charge or any part of it.

3. A certified copy of the instrument, if any, creating or evidencing the charge, together with this form with the prescribed particulars correctly completed must be delivered to the Registrar of Companies within 21 days after the date of the creation of the charge. In the case of a charge created out of the United Kingdom comprising property situated outside the U.K., within 21 days after the date on which the copy of the instrument creating it could, in due course of post, and if despatched with due diligence, have been received in the U.K. Certified copies of any other documents relevant to the charge should also be delivered.

4. A certified copy must be signed by or on behalf of the person giving the certification and where this is a body corporate it must be signed by an officer of that body.

5. Cheques and Postal Orders are to be made payable to **Companies House**.

6. The address of the Registrar of Companies is:-

Companies House
37 Castle Terrace
Edinburgh EH1 2EB



**CERTIFICATE OF THE REGISTRATION
OF A CHARGE**

Company number 137656

I hereby certify that a charge created by

FIFE ENERGY LIMITED

on 23 JULY 1999

for securing ALL SUMS DUE, OR TO BECOME DUE

in favour of EL PASO ENERGY INTERNATIONAL COMPANY

was delivered pursuant to section 410 of the Companies Act, 1985,
on 3 AUGUST 1999

Given at Companies House, Edinburgh
5 AUGUST 1999



C O M P A N I E S H O U S E



N.B. Searchers may find it desirable to refer to the documents mentioned in column (2) for more detailed particulars

REGISTER of Charges, Alterations to Charges,

COMPANY: SC137656 CHARGE: 17

(1) Date of Registration	(2) Serial Number of Document on File	(3) Date of Creation of each Charge and Description thereof	(4) Date of the aquisition of the Property	(5) Amount secured by the Charge £	(6) Short Particulars of the Property Charged	(7) Names of the Persons entitled to the Charge
03/08/1999		23/ 7/99 STANDARD SECURITY		ALL SUMS DUE, OR TO BECOME DUE	AREA OF GROUND AT WESTFIELD DEVELOPMENT CENTRE, CARDENDEN, FIFE	EL PASO ENERGY INTERNATIONAL COMPANY

Memoranda of Satisfaction and Appointments etc. of Receivers

N.B. Searchers may find it desirable to refer to the documents mentioned in column (2) for more detailed particulars

COMPANY: SC137656 CHARGE: 17

(8) In the case of a floating charge, a statement of the provisions, if any, prohibiting or restricting the creation by the company of any fixed security or any other floating charge having priority over, or ranking <i>pari passu</i> with the floating charge.	(9) In the case of a floating charge, a statement of the provisions if any regulating the order in which the floating charge shall rank with any other subsisting or future floating charges or fixed securities over the property the subject of the floating charge or any part of it.	(10) Amount or rate per cent of the Commission Allowance or discount	(11) Memoranda of Satisfaction	(12) Receiver		
				Name	Date of Appointment	Date of Ceasing to act