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COMPANIES FORM No. 395

Particulars of a mortgage or charge

N 13
001429

395

CHFP055

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

Please do not write in this margin

Pursuant to section 395 of the Companies Act 1985

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

* insert full name of company

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

For official use

Company Number

3

2353756

Name of Company *Eastern Generation Limited*

* **EASTERN GENERATION LIMITED**

Date of creation of the charge

26 October 1999

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

Share Mortgage dated 26 October 1999 between Eastern Generation Limited (the Chargor) and Bank of America International Limited.

Amount secured by the mortgage or charge

All monies payable or due to become payable under the terms of a credit agreement dated 26 October 1999 between (among others) Shotton Combined Heat and Power Limited and Bank of America International Limited.

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

**Bank of America International Limited
Bank of America House
1 Alie Street
London**

Postcode **E1 8DE**



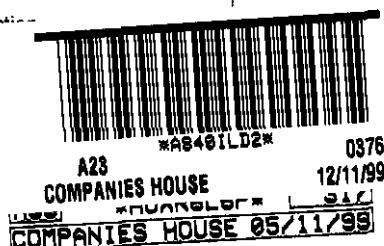
BLUEPRINT
Company Secretary

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

**Shaun Bryant
Eastern Group plc
P.O. Box 40
Wherstead IP9 2AQ**

Time critical reference

For official use
Mortgage section



Short particulars of all the property mortgaged or charged.

140,002 ordinary £1 shares, plus any other security interests legally and beneficially owned by the Chargor, in Shotton Combined Heat and Power Limited and any rights thereof, including, but not limited to, dividends, interests and option rights.

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)

N/A

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

Signed

Date 3.11.99

On behalf of [company] ~~[mortgagee/charge]~~†

† 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 despatched 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 situated in Scotland or Northern Ireland) and Form No. 398 is submitted.
- 2 A description of the instrument, e.g. "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 Cheques and Postal Orders are to be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is:-

Companies House, Crown Way, Cardiff CF14 3UZ

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 02353756

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A SHARE MORTGAGE DATED THE 26th OCTOBER 1999 AND CREATED BY TXU EUROPE POWER LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM EACH OBLIGOR TO BANK OF AMERICA INTERNATIONAL LIMITED AS AGENT AND TRUSTEE FOR THE FINANCE PARTIES UNDER THE TERMS OF A CREDIT AGREEMENT DATED 26TH OCTOBER 1999 WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 12th NOVEMBER 1999.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 18th NOVEMBER 1999.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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