

# M

CHFP025

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legibly, preferably  
in black type, or  
bold block lettering

\*insert full name  
of Company

COMPANIES FORM No. 395

246692/104

## Particulars of a mortgage or charge

# 395

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

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

For official use

Company number

[1215]

01483729

Name of company

\* CH4 DMF Limited (the "Company")

Date of creation of the charge

21 July 2006

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

A debenture made between the Company and the Security Trustee (as defined  
below) and dated 21 July 2006 (the "Debenture")

Amount secured by the mortgage or charge

All monies and all obligations and liabilities now or hereafter due, owing  
or incurred by the Company or any Obligor to any Secured Creditor under or  
pursuant to the Finance Documents in each case where the same become due  
for payment or discharge, whether by acceleration or otherwise, and whether  
such monies, obligations or liabilities are express or implied; present,  
future or contingent; joint or several; incurred as principal or surety;  
originally owing to a Secured Creditor or purchased (whether by assignment  
or otherwise) or acquired in any other way by it; denominated in sterling  
or any other currency; or incurred on any current or other banking account  
or in any other manner whatsoever (the "Secured Liabilities".) Terms not  
defined in this Form 395 have the meaning given to them in the attached  
continuation sheets.

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

ABN AMRO Bank N.V., 250 Bishopsgate, London (the "Security Trustee")

Postcode EC2M 4AA

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

Herbert Smith LLP  
Exchange House  
Primrose Street  
London  
EC2A 2HS

Time critical reference

For official Use (06/2005)

Mortgage Section

Post room

A12  
COMPANIES HOUSE

\*AJY12HH9\*

429  
28/07/2006

Short particulars of all the property mortgaged or charged

Please see attached continuation sheet no. 1 to this Form 395

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

*Robert Smith LLP*

Date

*27/07/12*

On behalf of ~~XXXXXXXXXXXX~~ (chargee) †

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

† 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 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: CH4 DMF LIMITED  
(company registration number 01483729)

## **SHORT PARTICULARS OF THE PROPERTY MORTGAGED OR CHARGED:**

### **1. FIXED CHARGE**

The Company charged to the Security Trustee by way of a first fixed charge with full title guarantee and as a continuing security for the payment and discharge of the Secured Liabilities all of the Company's rights to and title and interest from time to time in:

- 1.1 the Relevant Project Accounts;
- 1.2 all Account Proceeds;
- 1.3 to the extent not effectively assigned under the Debenture the Hedging Agreements to which the Company is a party and all Related Property Rights in respect thereof.

### **2. ASSIGNMENTS**

The Company assigned to the Security Trustee with full title guarantee and as a continuing security for the payment and discharge of the Secured Liabilities all of the Company's rights to and title and interest from time to time in the Hedging Agreements to which the Company is a party, together with all Related Property Rights in respect thereof.

### **3. FLOATING CHARGE**

The Company charged to the Security Trustee by way of first floating charge with full title guarantee and as a continuing security for the payment and discharge of the Secured Liabilities all of the Company's rights to and title and interest from time to time in the whole of its property, assets, rights and revenues, whatsoever and wheresoever, present and future, other than any assets validly and effectively charged or assigned (whether at law or in equity) pursuant to the fixed charge or the assignments listed above.

### **4. NEGATIVE PLEDGE**

The Company undertook to the Security Trustee with respect to the Charged Assets that it shall not, without the prior consent in writing of the Security Trustee, create or allow to exist any Security on any of the Charged Assets or any part of them (save as permitted by Clause 22.4 (*Negative pledge*) of the Senior Credit Agreement and Clause 21.4 (*Negative pledge*) of the Junior Credit Agreement).

## **DEFINITIONS**

The terms used in this Form 395 and the continuation sheets attached hereto have the meaning set out below:

**"Account Bank"** means ABN AMRO Bank N.V. in its capacity as account bank in relation to the Project Accounts or any other person that replaces it in such capacity in accordance with the Intercreditor Agreement.

**"Account Proceeds"** means all amounts (including interest) from time to time standing to the credit of each Relevant Project Account.

**"Charged Assets"** means the property mortgaged, charged or assigned pursuant to the fixed charge, assignment or floating charge as listed above.

**"Finance Documents"** has the meaning given to it in the Intercreditor Agreement.

**"Hedging Agreement"** means any interest, currency or commodity swap, option, cap, collar, floor or similar arrangement or other hedging arrangement.

COMPANY: CH4 DMF LIMITED  
(company registration number 01483729)

**"Intercreditor Agreement"** means the agreement of that name dated 6 July 2006 between (among others) the Company and the Security Trustee.

**"Junior Credit Agreement"** means the €25,000,000 junior secured revolving credit agreement dated 6 July 2006 between (among others) the Company and the Security Trustee.

**"Obligor"** means CH4 Energy Limited, CH4 Holdings Limited, CH4 Pipelines Limited, CH4 Limited, CH4 DMF Limited, CH4 Finance B.V. and CH4 Nederland B.V.

**"Project Account"** has the meaning given to in the Intercreditor Agreement.

**"Related Property Rights"** means, in relation to any property or asset:

- (A) the proceeds of sale and/or other realisation of that property or asset (or any part thereof or interest therein);
- (B) all Security, options, agreements, rights, easements, benefits, indemnities, guarantees, warranties or covenants for title held by the Company in respect of such property or asset; and
- (C) all the Company's rights under any lease, licence or agreement for lease, sale or use in respect of such property or asset.

**"Relevant Project Account"** means each Project Account held with the Account Bank in London being, as at the date of this Debenture:

NAME OF ACCOUNT	CURRENCY	ACCOUNT DETAILS
CH4 DMF Limited Proceeds Rec&Opco	Euro	40240894

**"Secured Creditor"** has the meaning given to it in the Intercreditor Agreement.

**"Security"** means a mortgage, charge, pledge, lien or other security interest securing any obligation of any person or any other agreement or arrangement having a similar effect.

**"Senior Credit Agreement"** means the €175,000,000 senior secured credit agreement dated 6 July 2006 between (among others) the Company and the Security Trustee.

FILE COPY



## CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 01483729

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 21st JULY 2006 AND CREATED BY CH4 DMF LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY OR ANY OBLIGOR TO ANY SECURED CREDITOR 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 ON THE 28th JULY 2006.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 3rd AUGUST 2006.

P.  
Ran



*Companies House*

— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES