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

*insert full name
of Company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

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

1115

00049722

Name of company

* Cory Environmental Limited (the **Chargor**)

Date of creation of the charge

7 February 2008

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

A supplemental common debenture dated 7 February 2008 (the **Supplemental Common Debenture**) between the Chargor and the Security Trustee (as defined below)

Amount secured by the mortgage or charge

All present and future obligations and liabilities (whether actual or contingent and whether owed jointly or severally or in any other capacity whatsoever) of each Obligor to any Secured Finance Party under any Finance Document, except for any obligation or liability which, if it were so included, would result in the Supplemental Common Debenture) contravening any law (including section 151 of the Companies Act 1985) (the **Secured Liabilities**)

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

Barclays Bank PLC (the **Security Trustee**)
5 The North Colonnade
Canary Wharf, London

Postcode E14 4BB

Presentor's name address and
reference (if any)

ALLEN & OVERY LLP

One Bishops Square
London

E1 6AO

GPK/HARR BK 8219565 1

Time critical reference

For official Use (06/2005)

Mortgage Section

Post room



PMO *PGCA9000* 22/02/08 260
COMPANIES HOUSE

A34 20/02/2008 380
COMPANIES HOUSE

Short particulars of all the property mortgaged or charged

See continuation sheets

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

Particulars as to commission allowance or discount (note 3)

Nil

Signed  Date 19 February 2008

On behalf of ~~XXXXXXXX~~ [mortgagee/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 situated 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 Name. Cory Environmental Limited
Registered Number: 00049722
Continuation Sheet: 1

SHORT PARTICULARS OF ALL PROPERTY MORTGAGED OR CHARGED

1. CREATION OF SECURITY

1.1 General

- (a) All the security created under the Supplemental Common Debenture
- (i) is created in favour of the Security Trustee,
 - (ii) is created over present and future assets of the Chargor,
 - (iii) is security for the payment and satisfaction of all the Secured Liabilities, and
 - (iv) is made with full title guarantee in accordance with the Law of Property (Miscellaneous Provisions) Act 1994

1.2 Land * see fax attached

The Chargor charged by way of a first legal mortgage the property specified in Schedule 1 (Real Property) of the Supplemental Common Debenture

In this Form 395

Accession Letter has the meaning given to it in the Senior Facilities Agreement or the Junior Facility Agreement (as appropriate)

Account Bank means Barclays Bank PLC

Account Bank Mandate has the meaning given to it in the Senior Facilities Agreement

Additional Borrower has the meaning given to that term in the Senior Facilities Agreement

Additional Guarantor has the meaning given to that term in the Senior Facilities Agreement or the Junior Facility Agreement (as appropriate)

Agent means the Senior Agent and the Junior Agent (as appropriate)

Arranger means each of Barclays Capital and Dresdner Kleinwort Limited

Assignment Agreement has the meaning given to it in the Senior Facilities Agreement

Borrower means

- (a) as defined in the Senior Facilities Agreement, an Original Borrower or an Additional Borrower unless it has ceased to be a Borrower in accordance with clause 29 (Changes to the Obligors) of the Senior Facilities Agreement, and
- (b) as defined in the Junior Facility Agreement, Viking Consortium Borrower Limited (registered number 6067188)

Company means Viking Consortium Acquisition Limited (registered number 6067505)

Company Name	Cory Environmental Limited
Registered Number:	00049722
Continuation Sheet:	2

Company Intra-Group Loan Agreement has the meaning given to it in the Senior Facilities Agreement

Compliance Certificate has the meaning given to it in the Senior Facilities Agreement

Fee Letter has the meaning given to that term in the Senior Facilities Agreement or the Junior Facility Agreement (as appropriate)

Finance Document means the Senior Finance Documents and the Junior Finance Documents

Finance Party means

- (a) as defined in the Senior Facilities Agreement, the Senior Agent, an Arranger, the Security Trustee, a Lender, the Issuing Bank, the Account Bank or a Hedge Counterparty, and
- (b) as defined in the Junior Facility Agreement, the Junior Agent, an Arranger, the Security Trustee, a Lender, the Account Bank or a Hedge Counterparty

Group means the Parent, the Company, the Target and each of their respective Subsidiaries (other than EFW ProjectCo) for the time being

Guarantor means

- (a) as defined in the Senior Facilities Agreement, an Original Guarantor or an Additional Guarantor, unless it has ceased to be a Guarantor in accordance with clause 29 (Changes to the Obligors) of the Senior Facilities Agreement, and
- (b) as defined in the Junior Facility Agreement, an Original Guarantor or an Additional Guarantor, unless it has ceased to be a Guarantor in accordance with clause 26 (Changes to the Obligors) of the Junior Facility Agreement

Hedge Counterparty means a person which has become a party to the Intercreditor Agreement as a Hedge Counterparty in accordance with the provisions of the Intercreditor Agreement

Hedging Agreement has the meaning given to it in the Senior Facilities Agreement

Hedging Letter has the meaning given to that term in the Senior Facilities Agreement or the Junior Facility Agreement (as appropriate)

Intercreditor Agreement means the intercreditor agreement dated the 13 March 2007 and made between the Parent, the other Obligors, Barclays Bank PLC as Security Trustee, Barclays Bank PLC as senior agent, Barclays Capital and Dresdner Kleinwort Limited as senior arrangers, Barclays Capital and Dresdner Kleinwort Limited as junior arrangers, Barclays Bank PLC as junior agent, the Lenders, the Hedge Counterparties, the Junior Lenders (as defined in the Intercreditor Agreement), the borrowers and lenders of Structural Intra-Group Loans and the Junior Borrower (as defined in the Intercreditor Agreement) and certain others

Issuing Bank means Barclays Bank PLC and any other Lender (as defined in the Senior Facilities Agreement) which has notified the Agent that it has agreed to the Parent's request to be an Issuing Bank pursuant to the terms of the Senior Facilities Agreement (and if more than one Lender has so agreed, such Lenders shall be referred to, whether acting individually or together, as the Issuing Bank) provided that, in respect of a Letter of Credit issued or to be issued pursuant to the terms of the Senior Facilities Agreement, the "Issuing Bank" shall be the Issuing Bank which has issued or agreed to issue that Letter of Credit

Junior Agent means Barclays Bank PLC as agent for the lenders under the Junior Facility Agreement

Junior Debenture means the English law debenture dated 30 March 2007 entered into between the Parent and the Security Trustee

Junior Facility Agreement means the junior facility agreement dated 13 March 2007 between, *inter alios*, Viking Consortium Borrower Limited, the Junior Agent and the Security Trustee

Junior Finance Documents means the Junior Facility Agreement, any Accession Letter, any Transaction Security Document, the Intercreditor Agreement, the Vendor Note Subordination Agreement, any Fee Letters, the Hedging Letter, any Utilisation Request and any other document which is designated a Junior Finance Document or Senior Finance Document by the Parent, the Agent and the senior agent under the Senior Facilities Agreement

Letter of Credit has the meaning given to that term in the Senior Facilities Agreement

Lender means

(a) as defined in the Senior Facilities Agreement

(a) any Original Lender, and

(b) any bank, financial institution, trust, fund or other entity which has become a party in accordance with clause 28 (Changes to the Lenders) of the Senior Facilities Agreement,

which in each case has not ceased to be a party in accordance with the terms of the Senior Facilities Agreement, and

(b) as defined in the Junior Facility Agreement

(a) any Original Lender, and

(b) any bank, financial institution, trust, fund or other entity which has become a party in accordance with clause 25 (Changes to the Lenders) of the Junior Facility Agreement,

which in each case has not ceased to be a party in accordance with the terms of the Junior Facility Agreement

Lender Accession Undertaking has the meaning given to it in the Senior Facilities Agreement

Mandate Letter has the meaning given to it on the Senior Facilities Agreement

Obligor means

(a) as defined in the Senior Facilities Agreement, a Borrower (as defined in the Senior Facilities Agreement) or a Guarantor (as defined in the Senior Facilities Agreement), and

(b) as defined in the Junior Facility Agreement, the Borrower (as defined in the Junior Facility Agreement), the Company or a Guarantor (as defined in the Junior Facility Agreement)

Original Borrower has the meaning given to that term in the Senior Facilities Agreement

Company Name: Cory Environmental Limited
Registered Number: 00049722
Continuation Sheet: 4

Original Common Debenture means a common debenture dated 30 March 2007 between the Original Chargors named therein and the Security Trustee

Original Guarantor has the meaning given to that term in the Senior Facilities Agreement or the Junior Facility Agreement (as appropriate)

Original Lender has the meaning given to that term in the Senior Facilities Agreement or the Junior Facility Agreement (as appropriate)

Parent means Viking Consortium Finance Limited (registered number 6067157)

Resignation Letter has the meaning given to it in the Senior Facilities Agreement

Secured Finance Party means each Finance Party (as defined in the Senior Facilities Agreement) and each Finance Party (as defined in the Junior Facility Agreement)

Security Interest 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

Selection Notice has the meaning given to it in the Senior Facilities Agreement

Senior Agent means Barclays Bank PLC as agent for the lenders under the Senior Facilities Agreement

Senior Facilities Agreement means the senior facility agreement dated 13 March 2007 between, *inter alios*, the Company, the Senior Agent and the Security Trustee

Senior Finance Documents means the Senior Facilities Agreement, the Mandate Letter, the Account Bank Mandate, any Accession Letter, the Company Intra-Group Loan Agreement, any Compliance Certificate, any Fee Letter, any Hedging Agreement, the Hedging Letter, the Intercreditor Agreement, the Vendor Note Subordination Agreement, any Resignation Letter, any Selection Notice, any Transaction Security Document, any Utilisation Request, any other document designated as a "Senior Finance Document" by the Senior Agent and the Parent and, for the purposes of clause 2.3 (Obligors' Agent) of the Senior Facilities Agreement only, any Assignment Agreement and Lender Accession Undertaking

Structural Intra-Group Loans means

- (a) the loan agreement in the amount of approximately £77,990,341 dated after the date of the Senior Facilities Agreement between the Company and Cory Environmental Acquisitions Limited,
- (b) the loan agreement in the amount of approximately £319,747,941 dated after the date of the Senior Facilities Agreement between Parent and the Viking Consortium Borrower Limited, and
- (c) the loan agreement in the amount of approximately £358,847,941 dated after the date of the Senior Facilities Agreement between Viking Consortium Borrower Limited and the Company

Subsidiary means a subsidiary within the meaning of section 736 of the Companies Act 1985

- (a) which is controlled, directly or indirectly, by the first mentioned company or corporation,

Company Name: Cory Environmental Limited
Registered Number: 00049722
Continuation Sheet: 5

(b) more than half the issued share capital of which is beneficially owned, directly or indirectly by the first mentioned company or corporation, or

(c) which is a Subsidiary of another Subsidiary of the first mentioned company or corporation,

and for this purpose, a company or corporation shall be treated as being controlled by another if that other company or corporation is able to direct its affairs and/or to control the composition of its board of directors or equivalent body

Target means Cory Environmental Holdings Limited, a company incorporated under the law of England and Wales with registered number 5360864

Transaction Security Documents means

(a) as defined in the Senior Facilities Agreement, the Original Common Debenture, the Junior Debenture and any document required to be delivered to the Agent under paragraph 13 of Part 2 of Schedule 2 (Conditions Precedent) of the Senior Facilities Agreement together with any other document entered into by any member of the Group creating, evidencing or expressed to create or evidence any Security Interest over all or any part of its assets in respect of the obligations of members of the Group under any of the Finance Documents or the Junior Finance Documents, and

(b) as defined in the Junior Facility Agreement, the Original Common Debenture, the Junior Debenture and any document required to be delivered to the Agent under paragraph 13 of Part 2 of Schedule 2 (Conditions Precedent) of the Junior Facility Agreement together with any other document entered into by any member of the Group creating, evidencing or expressed to create or evidence any Security Interest over all or any part of its assets in respect of the obligations of members of the Group under any of the Finance Documents or the Junior Finance Documents

Utilisation Request has the meaning given to that term in the Senior Facilities Agreement or the Junior Facility Agreement (as appropriate)

Vendor Note Subordination Agreement has the meaning given to that term in the Senior Facilities Agreement

A reference in clause 2.2 (Land) of the Supplemental Common Debenture to a mortgage or charge of any freehold or leasehold property includes

(a) all buildings, erections, fixtures and fittings (including trade fixtures and fittings) and fixed plant and machinery on that property owned by the Chargor, and

(b) the benefit of any covenants for title given or entered into by any predecessor in title of the Chargor in respect of that property or any moneys paid or payable in respect of those covenants

Company Name	Cory Environmental Limited
Registered Number	00049722
Continuation Sheet	1

SHORT PARTICULARS OF ALL PROPERTY MORTGAGED OR CHARGED**1. CREATION OF SECURITY****1.1 General**

- (a) All the security created under the Supplemental Common Debenture
- (i) is created in favour of the Security Trustee,
 - (ii) is created over present and future assets of the Chargor,
 - (iii) is security for the payment and satisfaction of all the Secured Liabilities, and
 - (iv) is made with full title guarantee in accordance with the Law of Property (Miscellaneous Provisions) Act 1994

1.2 Land

The Chargor charged by way of a first legal mortgage all that property and land at 22 Berth, Port of Tilbury, Freeport, together with all buildings and structures erected on it and all replacements, additions and improvements made to it and all fixtures on the property demised under a lease dated 17 October 2007 between (1) Port of Tilbury London Limited and (2) Cory Environmental Limited the property specified in Schedule 1 (Real Property) of the Supplemental Common Debenture

In this Form 395

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Additional Guarantor has the meaning given to that term in the Senior Facilities Agreement or the Junior Facility Agreement (as appropriate)

Agent means the Senior Agent and the Junior Agent (as appropriate)

Arranger means each of Barclays Capital and Dresdner Kleinwort Limited

Assignment Agreement has the meaning given to it in the Senior Facilities Agreement

Borrower means

- (a) as defined in the Senior Facilities Agreement, an Original Borrower or an Additional Borrower unless it has ceased to be a Borrower in accordance with clause 29 (Changes to the Obligors) of the Senior Facilities Agreement, and
- (b) as defined in the Junior Facility Agreement, Viking Consortium Borrower Limited (registered number 6067188)



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

**COMPANY NO. 49722
CHARGE NO. 5**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A SUPPLEMENTAL COMMON
DEBENTURE DATED 7 FEBRUARY 2008 AND CREATED BY
CORY ENVIRONMENTAL LIMITED FOR SECURING ALL
MONIES DUE OR TO BECOME DUE FROM EACH OBLIGOR TO
ANY SECURED FINANCE PARTY 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 22 FEBRUARY
2008

GIVEN AT COMPANIES HOUSE, CARDIFF THE 25 FEBRUARY
2008



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES