

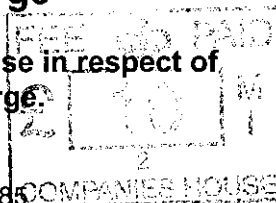
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CHFP004

COMPANIES FORM NO. 395

Particulars of a mortgage or charge

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



395

575022/20

Please do not
write in
this margin

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

Pursuant to section 395 of the Companies Act 1985

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

For official use

		2
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Company number

01184825

*Insert full name
of Company

Name of company

Foster Wheeler Petroleum Development Limited (the **Chargor**)

Date of creation of the charge

26 January 2004

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

Charge of deposit between the Chargor and National Westminster Bank Plc (the **Bank**) (the **Deposit Charge**)

Amount secured by the mortgage or charge

All the Chargor's liabilities to the Bank of any kind and in any currency (whether present or future actual or contingent and whether incurred alone or jointly with another) together with the Bank's charges and commission Interest and Expenses (both as defined below) (the **Chargor's Obligations**).

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

National Westminster Bank Plc (the **Bank**)

135 Bishopsgate

London

Postcode

EC2M 3UR

Please return

via

CH London Counter

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

ur Ref:
Denton Wilde Sapte
1 Fleet Place
London
EC4M 7WS

CGA/EAS/70102.00061/6554872.01

Time critical reference

For official Use
Mortgage Section

Post room



LD3
COMPANIES HOUSE

L9G255A6

0232
03/02/04

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Short particulars of all the property mortgaged or charged

The Chargor has covenanted to discharge on demand the Chargor's Obligations and as a continuing security for such discharge and as absolute owner (and under English Law with full title guarantee) assigns and charged by way of first fixed Charge to the Bank the Deposit (as defined below) subject to re-assignment on redemption.

Note: Despite any term to the contrary in relation to any deposit or credit balance on any account of the Chargor with the Bank (including the Deposit) that deposit or balance will not be capable of being assigned dealt with mortgaged or charged (other than an assignment, mortgage or charge in favour of the Bank or an assignment, mortgage or charge to which the Bank has consented in writing) and will not be repayable to the Chargor before all the Chargor's Obligations have been discharged but the Bank may without prejudice to this deed permit the Chargor to make withdrawals from time to time.

Continued on 6554953

Particulars as to commission allowance or discount (note 3)

Nil

Signed Denton Wilde Sapte

Date 2 February 2004

On behalf of ~~the company~~ mortgagee/chargee†

Please do not
write in
this margin

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

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in respect of each
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mortgage or
charge.
(See Note 5)

Notes

†delete as
appropriate

- 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 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 CF4 3UZ, DX: 33050 Cardiff

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COMPANIES FORM No. 395 (Cont.)

Continuation Sheet No 1/1

Chargor Number

01184825

Name of company

Foster Wheeler Petroleum Development Limited

Definitions

Deposits means the balance standing to the credit of each account held with the Bank in the name of the Bank and each designated by reference to the Chargor including those detailed in the Schedule below and, in each case, any sum or sums for the time being representing the same in whatever form held together with interest accrued thereon.

Expenses means all expenses (on a full indemnity basis) incurred by the Bank at any time in connection with the Deposit or the Chargor's Obligations or in taking or perfecting this deed or in preserving defending or enforcing the security created by or pursuant to this deed or in exercising any power under this deed or otherwise with Interest from the date they are incurred.

Interest means interest at the rate charged to the Chargor by the Bank from time to time.

Schedule

NatWest Account Name	Currency	Account Number	Sort Code
NatWest Re Foster Wheeler Petroleum Developments Ltd	GBP	20549008	500000
NatWest Re Foster Wheeler Petroleum Developments Ltd	EUR	550/00/23746343	500000
NatWest Re Foster Wheeler Petroleum Developments Ltd	USD	140/00/23746335	500000

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CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 01184825

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A CHARGE OF DEPOSIT DATED THE 26th JANUARY 2004 AND CREATED BY FOSTER WHEELER PETROLEUM DEVELOPMENT LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO NATIONAL WESTMINSTER BANK PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 3rd FEBRUARY 2004.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 6th FEBRUARY 2004.

Handwritten signature



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —