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COMPANIES FORM No. 395

**395****Particulars of a mortgage or charge**

CHWP000

Please do not  
write in  
this margin**A fee of £10 (£13 for forms delivered on or after 1 February 2005) 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

Please complete  
legibly, preferably  
in black type, or  
bold block letteringTo the Registrar of Companies  
(Address overleaf - Note 6)

For official use

Company number

2

3892782

Name of company

\* insert full name  
of Company

RWE Npower plc

Date of creation of the charge

28 October 2005

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

Letter of Charge and Set-Off

Amount secured by the mortgage or charge

All indebtedness and liabilities now or hereafter due owing or incurred by RWE NPower Plc (the "Chargor") to Calyon, London branch (the "Chargee") (including any commissions and other reasonable banking charges, legal and other costs, charges and expenses) under or in connection with a EUR100,000,000 uncommitted facility for the issuance of various bonds and letters of credit made available to the Chargor by the Chargee.

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

CALYON London Branch

Broadwalk House

5 Appold Street, LONDON

Postcode EC2A 2DA

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

Derek Johnson / Peter Townsend

CRCU/7145  
BROADWALK HOUSE,  
5 APPOLD ST, LONDON  
EC2A 2DA

Time critical reference

For official Use (02/00)  
Mortgage Section

Post room

M

A09  
COMPANIES HOUSE648  
17/11/2005

## Short particulars of all the property mortgaged or charged

Any fixed deposit account(s) which may be opened by the Chargor with the Chargee (the "Deposit Accounts") and all balances from time to time standing to the credit of the Deposit Accounts and interest accrued thereon.

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

Date 16.11.2005

On behalf of [company]/[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 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 £10 (£13 for forms delivered on or after 1 February 2005) is payable to Companies House in respect of each register entry for a mortgage or charge. 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. 03892782**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LETTER OF CHARGE AND SET-OFF DATED THE 28th OCTOBER 2005 AND CREATED BY RWE NPOWER PLC FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO CALYON, LONDON BRANCH 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 17th NOVEMBER 2005.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 18th NOVEMBER 2005.



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



**Companies House**

— for the record —