

**COMPANIES FORM No. 395****Particulars of a mortgage or charge****395**

CHFP025

Please do not
write in
this marginPlease complete
legibly, preferably
in black type, or
bold block lettering*insert full name
of Company**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

[1 1 3]

04648583

Name of company

* DISENCO LIMITED

Date of creation of the charge

4 FEBRUARY 2009

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

DEBENTURE

Amount secured by the mortgage or charge

The amount of £398,541.44 and any interest due and payable thereon in
accordance with the terms of a consent order between Disenco Energy Plc,
Disenco Limited and John Gunn, sealed by the High Court of Justice on 26
January 2009.

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

John Gunn of 14 Thames Point, Imperial Wharf, London

Postcode SW6 2SX

Presentor's name address and
reference (if any): SP5/3587/
Grundberg Mocatta Rakison LLP
Fifth Floor, Imperial House
15-19 Kingsway
London
WC2B 6UN

Time critical reference

For official Use (06/2005)
Mortgage Section

Post room

THURSDAY



L9R447II

LD4

19/02/2009

294

COMPANIES HOUSE

Short particulars of all the property mortgaged or charged

Please see the attached schedule.

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

Grundberg Mocatta Rakison LLP
Imperial House
15-19 Kingsway
London WC2B 6UN
DY 278850000

Date

18/2/2009

On behalf of ~~XXXXXXXXXXXXXXXXXXXX~~ † LENDER

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

DISENCO LIMITED (COMPANY)

SHORT PARTICULARS OF THE PROPERTY MORTGAGED OR CHARGED

1.1 By way of first fixed charge:

- 1.1.1 all freehold and leasehold properties (whether registered or unregistered) and all commonhold properties, now or in the future (and from time to time) owned by the Company, or in which the Company holds an interest (**Properties**);
- 1.1.2 all present and future interests of the Company not effectively mortgaged or charged under the preceding provision of this clause 1.1 in, or over, freehold or leasehold property;
- 1.1.3 all present and future rights, licences, guarantees, rents, deposits, contracts, covenants and warranties relating to the Properties; and
- 1.1.4 all licences, consents and authorisations (statutory or otherwise) held or required in connection with the Company's business or the use of any of the assets (including Intellectual Property), property and undertaking for the time being subject to the security interests created by the Debenture (**Charged Property**) and all rights in connection with them.

1.2 By way of second legal charge ranking second in priority only to the charge created on 24 March 2005 by the Company in favour of Innovation Norway and which was registered at Companies House on 6 April 2005:

- 1.2.1 all the Company's present and future patents, trade marks, service marks, trade names, designs, copyrights, inventions, topographical or similar rights, confidential information and know-how and any interest in any of these rights, whether or not registered, including all applications and rights to apply for registration and all fees, royalties and other rights derived from, or incidental to, these rights (**Intellectual Property**); and
- 1.2.2 all present and future equipment, plant, machinery, tools, vehicles, furniture, fittings, installations and apparatus and other tangible moveable property for the time being owned by the Company, including any part of it and all spare parts, replacements, modifications and additions (**Equipment**) (excluding normal trading stock which is disposable in the ordinary course of business of the Company).

1.3 By way of first mortgage, all the Company's rights in any policies of insurances or assurance present or future in relation to the Charged Property (including, without limitation, any insurances relating to the Properties or the Equipment).

1.4 By way of first floating charge, all the undertaking, property, assets and rights of the Company at any time not effectively mortgaged, charged or assigned pursuant to clause 1.1 or 1.2.



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

**COMPANY NO. 4648583
CHARGE NO. 3**

**THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A DEBENTURE DATED 4 FEBRUARY
2009 AND CREATED BY DISENCO LIMITED FOR SECURING
£398,541.44 DUE OR TO BECOME DUE TO JOHN GUNN 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 19 FEBRUARY 2009**

**GIVEN AT COMPANIES HOUSE, CARDIFF THE 24 FEBRUARY
2009**



Companies House
— for the record —



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**