TO SUPERSEDE THAT LODGED ON 5.10.00

363a

Please complete in typescript, or in bold black capitals.	Annual Return
CHFP010 Company Number	200459
Company Name in full	Highland Energy Holdings Limited
	1
Date of this return	Day Month Year
The information in this return is made up to	3 0 0 9 2 0 0 0
Date of next return	
If you wish to make your next return to a	Day Month Year
date earlier than the anniversary of this return please show the date here. Companies House will then send a form at the appropriate time.	
Registered Office	1 Golden Square
Show here the address <b>at the date of</b> this return.	
Any change of Post town registered office <b>must</b>	Aberdeen
be notified on form  287.  County / Region	
UK Postcode	AB10 1HA
Principal business activities	
Show trade classification code number(s) for the principal activity or activities.	1110
. , .	<u> </u>
if the code number cannot be determined,	
give a brief description of principal	



15/12/00

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ

for companies registered in England and Wales

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB for companies registered in Scotland DX 235 Edinburgh

DX 33050 Cardiff

Register of members	
If the register of members is not kept at	
the registered office, state here where it is kept.	
Post town	
County / Region	UK Postcode
Register of Debenture holders If there is a register of debenture holders, or a duplicate of any such register or part of it, which is not kept at the registered office, state where it is kept.  Post town	
County / Region	
County / Neglon	OK Posicode
Company type	,
Public limited company	
Private company limited by shares	X
Private company limited by guarantee without share capital Private company limited by shares	
exempt under section 30  Private company limited by guarantee exempt under section 30	> Please tick the appropriate box
Private unlimited company with share capital	
Private unlimited company without share capital	
Company Secretary	Details of a new company secretary must be notified on form 288a.
(Please photocopy	beams of a new company scoredary mast be nestrought form 2004.
this area to provide details of joint secretaries).	
* Voluntary details.	Christopher Malcolm
f a partnership give Surname the names and	Bate
addresses of the partners or the name Address of the partnership and office address.	Bryn-y-Mor
Usual residential address must be Post town	BANGOR
given. In the case of a corporation, County / Region	Gwynedd UK Postcode LL57 2HG
give the registered or principal office Country	Wales
address.	

Register of members		
If the register of members i		
the registered office, state I	here where it is	<u> </u>
kept.		
	Post town	
	Caushi / Dagian	LIIV Dootsonda I
'	County / Region	UK Postcode
Register of Debenture	e holders	
If there is a register of debe		
or a duplicate of any such r	<b>.</b>	
of it, which is not kept at the office, state where it is kept		
onice, state where it is kept	Post town	1
	POST TOWN	
(	County / Region	UK Postcode
Company type		
O 1 P 2 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1		
Public limited company		
Private company limited by	shares	
Private company limited by	guarantee	
without share capital	<b>9</b>	
Private company limited by	shares	> Please tick the appropriate box
exempt under section 30		Trease tick the appropriate box
Private company limited by	guarantee	
exempt under section 30 Private unlimited company v	with chara	
capital	With Share	
Private unlimited company v	without share	
capital		
Company Secretary		Details of a new company secretary must be notified on form 288a.
(Please photocopy	* * * * * * * * * * * * * * * * * * * *	
this area to provide Name details of joint	* Style / Title	
secretaries).	Forename(s)	I
* Voluntary details.	r oronamo(s)	
If a partnership give	Surname	Ledingham Chalmers
the names and addresses of the		
partners or the name Address		1 Golden Square
of the partnership and office address.	/	1
Usual residential		
address must be	Post town	Aberdeen
given. In the case		
or a corporation,	County / Region	UK Postcode AB10 1HA
give the registered	Country	Lawrence
or principal office address.	Country	Scotland
addi ooo.		
LEDINGHAM		

CHALMERS

<b>Directors</b> Please list directors in alphabetical order.			Details of new directors must be	notified on form 288a
ŀ	Name * Style	e / Title	Mr	
<b>Directors</b> In the case of a director that is a corporate	Date	of birth	Day         Month         Year           2         4         0         3         1         9         5         1	
or a Scottish firm, the name is the	Foren	ame(s)	John William Gervase	
corporate or firm name.	Su	ırname	Honeybourne	<del></del>
,	Address		614 Regentview Drive	
Usual residential address must be		✓	L	
given. In the case of a corporation,	Pos	st town	HOUSTON	
give the registered or principal office	County / !	Region	Texas	UK Postcode 77079
address.	C	ountry	_U.S.A.	Nationality British
	Business occu	pation	Investment Company Execut	ive
* Voluntary details.				
N	lame * Style	/ Title	L	
<b>Directors</b> In the case of a director that is a corporate	Date o	of birth	Day         Month         Year           1         4         0         5         1         9         5         4	
or a Scottish firm, the name is the	Forena	ame(s)	Alexander	
corporate or firm name.	Su	rname	Hunter	
A	ddress	/	4 Oldfold Avenue	
Usual residential address must be			L	
given. In the case of a corporation,	Pos	st town	Aberdeen	
give the registered or principal office	County / F	Region	L	UK Postcode AB13 OJX
address.	С	ountry	Scotland	Nationality British
	Business occu	pation	Business Consultant	

<b>Directors</b> Please list directors in alphabetical order.		Details of new directors must be	notified on form 288a	
		Style / Title	1	
		,	Day Month Year	
<b>Directors</b> In the case of a director that is a corporate	, 	Date of birth	0 2 0 9 1 9 4 5	
or a Scottish firm	Г	Forename(s)	William	
corporate or firm name.		Surname	Macaulay	
	Address		7 Hill Road	
Usual residential address must be				
given. In the case of a corporation,		Post town	GREENWICH	
give the registered or principal office	Cou	nty / Region	Connecticut	_UK Postcode 06830
address.		Country	U.S.A.	Nationality American
	Business	occupation	Chief Executive Officer	
* Voluntary details.				
N	lame *	Style / Title		
<b>Directors</b> In the case of a director that is a corporate	[	Date of birth	Day         Month         Year           1         1         0         2         1         9         5         6	
or a Scottish firm, the name is the	F	orename(s)	Jeffrey Saunders	
corporate or firm name.		Surname	MacDonald	
A	ddress	/	18114 Langsbury Drive	
Usual residential				
address must be given. In the case of a corporation,		Post town	HOUSTON	
give the registered or principal office	Cour	nty / Region	Texas	UK Postcode 77084
address.		Country	U.S.A.	Nationality British
	Business	occupation	Director	

<b>Directors</b> Please list directors in alphabetical order.		Details of new directors must be notified on form 288a
ı	Name * Style / Title	1
<b>Directors</b> In the case of a director that is a corporate	Date of birth	Day         Month         Year           0         2         0         2         1         9         5         9
or a Scottish firm, the name is the	Forename(s)	Keith James
corporate or firm name.	Surname	Pringle
	Address	Newbury House, Newbury Park
Usual residential	•	1
address must be given. In the case of a corporation,	Post town	LEDBURY
give the registered or principal office		Herefordshire UK Postcode HR8 1AU
address.	Country	England Nationality British
	<b>Business occupation</b>	Reservoir Engneer
* Voluntary details.		
N	lame * Style / Title	<u></u>
<b>Directors</b> In the case of a director that is a corporate or a Scottish firm,	Date of birth Forename(s)	Day Month Year
the name is the corporate or firm name.	Surname	
	Address	
Usual residential		1
address must be given. In the case	Post town	
of a corporation, give the registered or principal office	County / Region	UK Postcode
address.	Country	Nationality
	Rusiness occupation	1

<b>Issued share capital</b> Enter details of all the shares in issue at the date of this return.	Class (e.g. Ordinary/Preference)	Number of shares issued	Aggregate Nominal Value (i.e. Number of shares issued
			multiplied by nominal value per share, or total amount of stock)
See attached schedule		L	
		<u></u>	_
L		L	
		L	_
	Totals	<u> </u>	
List of past and present shareh	olders		
(use attached schedule where appropriate) A full list is required if one was not included with either of the last two	There were no change:	s in the period on pap	er in another format
returns.	A list of changes is end	<u></u>	
	A full list of shareholder	rs is enclosed X	
Certificate	I certify that the informa	ation given in this return is	s true to the best of my
Signe	ed Ully hu	1/hhhpp	e 14.12.00
† Please delete as appropriate.	† a different / secretary		•
When you have signed the return send it with the fee to the Registrar of Companie Cheques should be made payable to Companies House.	es. This return inc	ludes 9 (enter number)	continuation sheets.
Please give the name, address, telephon		ers, 1 Golden Squar	e, , Aberdeen,
number and, if available, a DX number at Exchange of the person Companies House	_		
should contact if there is any query.	L	Tel: 01224 4085 Tel Fax: 01224 4085	
LEDINGHAM CHALMERS	DX number [ 15	DX exchange [Ab	erdeen

## Issued share capital Schedule to form 363a

CHFP010	Company Number	200459					
(	Company Name in full	Highland Energy Holdings Limited					
	Currency	Pounds Sterling					
Issued shar	e capital						
	all the shares in issue	Class g. Ordinary/Preference)	Number of shares issued	Aggregate Nominal Value (i.e. Number of shares issued multiplied by nominal value per share, or total amount of stock)			
'A' ORDINA	ARY	[	200,000	200,000.00			
'B' ORDINA	RY		812,500	812,500.00			
'C' ORDINA	.RY		125,000	125,000.00			
'D' ORDINA	RY	L	78,000	78,000.00			
'E' ORDINA	RY		62,500	62,500.00			
ORDINARY			0	0.00			
RED.CONV.C	UM.PREF.		21,595,500	21,595,500.00			
		· [					
		Totals	22,873,500	22,873,500.00			

#### List of past and present shareholders Schedule to form 363a

C	ŀ	4	F	F	0	1	C

**Company Number** | 200459

Company Name in full | Highland Energy Holdings Limited

- Changes to shareholders particulars or details of the amount of stock or shares transferred must be completed each year
- You must provide a "full list" of all the company shareholders on:
  - The company's first annual return following the incorporation;
  - Every third annual return after a full list has been provided
- List the company shareholders in alphabetical order or provide an index
- List joint shareholders consecutively

		Shares or amount of transferred (if appro	
Shareholders' details	Class and number of shares or amount of stock held	Class and number of shares or amount of stock transferred	Date of registration of transfer
Name  Christopher Malcolm Bate	£1.00 'A' ORDINARY		
Address Bryn-y-Mor, BANGOR, Gwynedd, Wales			
UK postcode   LL57 2HG	Shares Held 10,985		
Name   Donald Ferguson	£1.00 'A' ORDINARY		
Address 6 Cresswell Gardens, Kensington, LONDON, England			
UK postcode SW5 OBJ	Shares Held 32,615		
Name Alexander Hunter	£1.00 'A' ORDINARY		
Address 4 Oldfold Avenue, Aberdeen, Scotland			
UK postcode AB13 0JX	Shares Held 31,660		

# CHALMERS

#### CHFP010

#### List of past and present shareholders (Continued)

Company Number 200459

		Shares or amount of stock transferred (if appropriate)		
Shareholders' details	Class and number of shares or amount of stock held	Class and number of shares or amount of stock transferred	Date of registration of transfer	
Name Jeffrey Saunders MacDonald	£1.00 'A' ORDINARY			
Address 18114 Langsbury Drive, HOUSTON, Texas, U.S.A.				
UK postcode   77084	Shares Held 49,805			
Name Keith James Pringle	£1.00 'A' ORDINARY			
Address   Newbury House, Newbury Park, LEDBURY, Herefordshire, England				
UK postcode   HR8 1AU	Shares Held 42,095			
Name  Mark Sword	£1.00 'A' ORDINARY			
Address   Flat 2, 2 Nightingale Road, GODALMING, Surrey, England				
UK postcode   GU7 3NZ	Shares Held 1,250			
Name David Williams	£1.00 'A' ORDINARY			
Address The Wood Man, GAFHAM, West Sussex, England				
UK postcode GU28 ONL	Shares Held 31,590			

UK postcode {

					oonodale to	.01111 0000
CHFP010	Company Number	_2	00459			
	Company Name in full	Highland Energy Holdings Limited				
		> > >	shares You mu  List the	es to shareholders particula transferred must be compl est provide a "full list" of all The company's first annu Every third annual return company shareholders in t shareholders consecutive	eted each year the company shareho lal return following the after a full list has bee alphabetical order or p	Iders on: incorporation; en provided
			<del>=                                    </del>		Shares or amount of transferred (if appro	
	Shareholders' details			Class and number of shares or amount of stock held	Class and number of shares or amount of stock transferred	Date of registration of transfer
Name First Re	eserve Fund VIII, L.P.	<b></b>		£1.00 'B' ORDINARY		
	amboat Road, Greenwich, icut, U.S.A.					
				Shares Held 812,500		
UK postco	ode 06830					
Name						
Address						
UK postco	ode					
Name						
Address		<u>-</u>	. <b>_</b>			

UK postcode [

CHFP010	FP010 Company Number   200459					
	Company Name in full   Highland Energy Holdings Limited					
		> You !	es trans must pr The Eve he com	ferred must be complovide a "full list" of all e company's first annuery fry third annual return	the company sharehol ual return following the after a full list has bee alphabetical order or p	lders on: incorporation; en provided
			Shares or amount of stock transferred (if appropriate)			
	Shareholders' details			Class and number of shares or amount of stock held	Class and number of shares or amount of stock transferred	Date of registration of transfer
Name  3i Group	plc		£1.	00 'C' ORDINARY		
Address 91 Water	loo Road, LONDON, Engla	nd				
UK postco	de   SE1 8XP		_	Shares Held 125,000		
Name						
Address			-			
UK postco	de L					
Name						
Address						

UK postcode

CHFP010	Company Number						
	Company Name in full						
		<ul> <li>Changes to shareholders particulars or details of the amount of stock or shares transferred must be completed each year</li> <li>You must provide a "full list" of all the company shareholders on:         <ul> <li>The company's first annual return following the incorporation;</li> <li>Every third annual return after a full list has been provided</li> </ul> </li> <li>List the company shareholders in alphabetical order or provide an index</li> <li>List joint shareholders consecutively</li> </ul>					
				Shares or amount of stock transferred (if appropriate)			
	Shareholders' details		Class and number of shares or amount of stock held	Class and number of shares or amount of stock transferred	Date of registration of transfer		
Name  3i Group	plc		£1.00 'D' ORDINARY				
Address  91 Water	rloo Road, LONDON, Englan	nd					
UK postco	de   SE1 8XP		Shares Held 78,000				
Name							
Address		•					
UK postco	de			15.			
Name							
Address							

UK postcode |

CHFP010	Company Number	200459			
	Company Name in full	Highland Energy Holdings Limited			
		> You mu  List the	es to shareholders particula transferred must be compl ust provide a "full list" of all The company's first annu Every third annual return company shareholders in at shareholders consecutive	eted each year the company sharehol al return following the after a full list has bee alphabetical order or p	ders on: incorporation; n provided
				Shares or amount of transferred (if appro	
	Shareholders' details		Class and number of shares or amount of stock held	Class and number of shares or amount of stock transferred	Date of registration of transfer
Name  Royal Ba	nk Project Investments	Limited	£1.00 'E' ORDINARY		
Address Waterhou London	se Square, 138-142 Holb	orn,			
UK postcoo	de   EC1N 2TH		Shares Held 62,500		
Name	ue   BOIN 2111			:	
Address					
UK postcoo	de [				
Name					
Address					



UK postcode

CHFP010	CHFP010 Company Number   200459					
	Company Name in full	<ul> <li>Highland Energy Holdings Limited</li> <li>Changes to shareholders particulars or details of the amount of stock or shares transferred must be completed each year</li> <li>You must provide a "full list" of all the company shareholders on:         <ul> <li>The company's first annual return following the incorporation;</li> <li>Every third annual return after a full list has been provided</li> </ul> </li> <li>List the company shareholders in alphabetical order or provide an index</li> <li>List joint shareholders consecutively</li> </ul>				
				Shares or amount of stock transferred (if appropriate)		
	Shareholders' details		Class and number of shares or amount of stock held	Class and number of shares or amount of stock transferred	Date of registration of transfer	
Name Malcolm	Donald Laing		£1.00 ORDINARY	1	27/04/2000	
Address 1 Golden	n Square, Aberdeen, Scot	land				
	L L DD10 1U2		Shares Held			
UK postco Name	de AB10 1HA					
			:			
Address						
UK postco	de					
Name						
Address						

UK postcode | EC1N 2TH

CHFP010	Company Number	200459	<ul> <li>Highland Energy Holdings Limited</li> <li>Changes to shareholders particulars or details of the amount of stock or shares transferred must be completed each year</li> <li>You must provide a "full list" of all the company shareholders on:         <ul> <li>The company's first annual return following the incorporation;</li> <li>Every third annual return after a full list has been provided</li> </ul> </li> <li>List the company shareholders in alphabetical order or provide an index</li> </ul>			
	Company Name in full	Highland				
		> You mu  List the				
		<del></del>		Shares or amount of transferred (if appro	t of stock appropriate)	
	Shareholders' details		Class and number of shares or amount of stock held	Class and number of shares or amount of stock transferred	Date of registration of transfer	
Name 31 Group	plc		£1.00 RED.CONV.CUM.PREF.			
Address 91 Water	rloo Road, LONDON, Engla	nd				
UK postco	de   SE1 8XP		Shares Held 3,220,500			
Name First Re	eserve Fund VIII, L.P.		£1.00 RED.CONV.CUM.PREF.			
	amboat Road, Greenwich, .cut, U.S.A.					
UK postco	de   06830		Shares Held 17,062,500			
Name	nnk Project Investments	Limited	£1.00 RED.CONV.CUM.PREF.			
Address Waterhou London	use Square, 138-142 Holb	orn,				
			Shares Held			