

052230/26

In accordance with Section 860 of the Companies Act 2006

MG01

Particulars of a mortgage or charge

TUESDAY



A33 *AJCAFMT9* 24/08/2010 495
COMPANIES HOUSE

A fee is payable with this form
We will not accept this form unless you send the correct fee
Please see 'How to pay' on the last page

What this form is for
You may use this form to register particulars of a mortgage or charge in England and Wales or Northern Ireland

What this form is NOT for
You cannot use this form to register particulars of a charge for a Scottish company. To do this, please use form MG01s

For further information, please refer to our guidance at www.companieshouse.gov.uk

1 Company details For official use

Company number: 0 2 6 7 6 6 2 4

Company name in full: AES HORIZONS INVESTMENTS LIMITED (the "Chargor")

→ **Filing in this form**
Please complete in typescript or in bold black capitals
All fields are mandatory unless specified or indicated by *

2 Date of creation of charge

Date of creation: d 1 8 m 0 8 y 2 0 y 1 0

3 Description

Please give a description of the instrument (if any) creating or evidencing the charge, e.g. 'Trust Deed', 'Debenture', 'Mortgage', or 'Legal charge'

Description: T
Third Party Charge on Dividends (the "Deed")

4 Amount secured

Please give us details of the amount secured by the mortgage or charge

Amount secured: T
10
All monies, obligations and liabilities owed by either the Debtor, the Chargor or the Second Chargor to the Chargee at the date of the Deed or thereafter, whether actual or contingent or whether owed jointly or severally, as principal or surety and/or in any other capacity, under or in connection with the Contribution Agreement until the NIGEN Pension Scheme is fully funded on a buy-out basis (the "Indebtedness")

Continuation page
Please use a continuation page if you need to enter more details

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5 Mortgagee(s) or person(s) entitled to the charge (if any)

Please give the name and address of the mortgagee(s) or person(s) entitled to the charge

Continuation page
Please use a continuation page if you need to enter more details

Name	Mark Edward Miller in his capacity as trustee of NIGEN Pension					
Address	Scheme					
	31A Chimera Wood, Helens Bay, Bangor, County Down					
Postcode	B	T	1	9	1	X X
Name	Samuel Andrew Clarke in his capacity as trustee of NIGEN Pension					
Address	Scheme					
	615 Lisburn Road, Belfast					
Postcode	B	T	9	7	G	T

6 Short particulars of all the property mortgaged or charged

Please give the short particulars of the property mortgaged or charged

Continuation page
Please use a continuation page if you need to enter more details

Short particulars All dividends deriving from or incidental to the ownership of the Shares

NEGATIVE PLEDGE

The Chargor covenanted in the Deed that it shall not, without the prior written consent of the Chargee

- (a) create or permit to subsist any Encumbrance on or over the Charged Property,
- (b) sell, transfer or otherwise dispose of the Charged Property

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7 Particulars as to commission, allowance or discount (if any)

Please insert the amount or rate percent of any commission, allowance or discount paid or made either directly or indirectly by the company to any person on consideration of his

- subscribing or agreeing to subscribe, whether absolutely or conditionally, or
- procuring or agreeing to procure subscriptions, whether absolute or conditional,

for any debentures included in this return The rate of interest payable under the terms of the debentures should not be entered

Commission allowance or discount

None

8 Delivery of instrument

You must deliver the original instrument (if any) creating or evidencing the charge and these prescribed particulars to the Registrar of Companies within 21 days after the date of creation of the charge (section 860) If the property is situated and the charge was created outside the United Kingdom (UK), you must deliver the information to the Registrar within 21 days after the date on which the instrument could have been received in the UK in the normal course of post and assuming you had posted it promptly (section 866)

We will accept a verified copy of the instrument creating the charge where the property charged is situated and the charge was created outside the UK (section 870) The company or the person who has delivered the copy to the Registrar must verify it to be a correct copy and sign it Where a body corporate gives the verification, an officer of that body must sign it We will also accept a verified copy where section 867(2) applies (property situated in another part of UK)

9 Signature

Please sign the form here

Signature

Signature

X *Alan G*

X

This form must be signed by a person with an interest in the registration of the charge

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Particulars of a mortgage or charge

5	Mortgagee(s) or person(s) entitled to the charge
	Please give the name and address of the mortgagee(s) or person(s) entitled to the charge
Name	Laurence Holly in her capacity as trustee of NIGEN Pension
Address	Scheme 6 Strathmore Park, Belfast
Postcode	B T 1 5 5 H H
Name	Ian Robert Luney in his capacity as trustee of NIGEN Pension
Address	Scheme 8 The Oyster Yard, Ardmillan, Killinchy, County Down
Postcode	B T 2 3 6 H R
Name	Shane Stuart Tedford in his capacity as trustee of NIGEN Pension
Address	Scheme 13 Fitzwilliam Avenue, Ravenhill Road, Belfast
Postcode	B T 7 2 H J
Name	James Timonthy McCullough in his capacity as trustee of NIGEN
Address	Pension Scheme 12 Bramble Grange, Newtownabbey, County Antrim
Postcode	B T 3 7 0 X H
Name	Not applicable
Address	
Postcode	
Name	Not applicable
Address	
Postcode	
Name	Not applicable
Address	
Postcode	
Name	Not applicable
Address	
Postcode	

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Particulars of a mortgage or charge

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Short particulars of all the property mortgaged or charged

Please give the short particulars of the property mortgaged or charged

Short particulars

DEFINITIONS

"Chargee" means MARK EDWARD MILLER of 31A Chimera Wood, Helens Bay, Bangor, Co Down, BT19 1XX, SAMUEL ANDREW CLARKE of 615 Lisburn Road, Belfast, BT9 7GT, LAURENCE HOLLY of 6 Strathmore Park, Belfast, BT15 5HH, IAN ROBERT LUNEY of 8 The Oyster Yard, Ardmillan, Killinchy, Co Down, BT23 6HR, SHANE STUART TEDFORD of 13 Fitzwilliam Avenue, Ravenhill Road, Belfast, BT7 2HJ and JAMES TIMOTHY McCULLOUGH of 12 Bramble Grange, Newtownabbey, Co Antrim, BT37 0XH, in their capacity as the current trustees of the NIGEN Pension Scheme,

"Charged Property" means all rights, titles and interests that may at the date of the Deed or thereafter be charged in favour of the Chargee by or pursuant to the Deed,

"Company" means Cloghan Limited (incorporated in Northern Ireland with company number NI026594) whose registered office is situated at The Oil Terminal, Quay Lane, Whitehead, Co Antrim, BT38 9SS,

"Contribution Agreement" means the actuary's certification dated 9th May 2008 from W McClintock of PricewaterhouseCoopers LLP with a schedule of contributions appended thereto (as the same may be amended, varied, supplemented and replaced from time to time) whereby the Debtor agrees to make contributions to the NIGEN Pension Scheme,

"Debtor" means AES Kilroot Power Limited, a company registered in Northern Ireland with company registration number NI 026039 and having its registered office at Kilroot Power Station, Larne Road, Carrickfergus, Co Antrim, BT38 7LX,

"Dividends" means all dividends deriving from or incidental to the ownership of the Shares,

"Encumbrance" includes without limitation, any mortgage, trust, charge, lien, hypothecation, encumbrance or other security interest,

"Second Chargor" means AES Electric Limited being a company incorporated in England with company number 2222066 whose registered office is situated at 37 Kew Foot Road, Richmond, Surrey, TW9 2SS, and

"Shares" means the Chargor's rights, title and interest from time to time in and to the share capital in the Company

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Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form and will establish where we return the original documents. The contact information you give will be visible to searchers of the public record.

Contact name
Richard Creed

Company name
Arthur Cox

Address
Capital House

3 Upper Queen Street

Post town
Belfast

County/Region
Northern Ireland

Postcode
BT 1 6 P U

Country
United Kingdom

DX

Telephone
028 90230007



Certificate

We will send your certificate to the presenter's address if given above or to the Company's Registered Office if you have left the presenter's information blank.



Checklist

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following

- The company name and number match the information held on the public Register
- You have included the original deed with this form
- You have entered the date the charge was created
- You have supplied the description of the instrument
- You have given details of the amount secured by the mortgagee or chargee
- You have given details of the mortgagee(s) or person(s) entitled to the charge
- You have entered the short particulars of all the property mortgaged or charged
- You have signed the form
- You have enclosed the correct fee



Important information

Please note that all information on this form will appear on the public record.



How to pay

A fee of £13 is payable to Companies House in respect of each mortgage or charge.

Make cheques or postal orders payable to 'Companies House'.



Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below.

For companies registered in England and Wales
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

For companies registered in Scotland
The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland
The Registrar of Companies, Companies House,
First Floor, Waterfront Plaza, 8 Laganbank Road,
Belfast, Northern Ireland, BT1 3BS
DX 481 N R Belfast 1



Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

Pursuant to section 869(5) & (6) of the Companies Act 2006

COMPANY NO. 2676624
CHARGE NO. 1

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A THIRD PARTY CHARGE ON
DIVIDENDS DATED 18 AUGUST 2010 AND CREATED BY AES
HORIZONS INVESTMENTS LIMITED FOR SECURING ALL
MONIES DUE OR TO BECOME DUE FROM THE DEBTOR, THE
COMPANY OR THE SECOND CHARGOR TO MARK EDWARD
MILLER, SAMUEL ANDREW CLARKE, LAURENCE HOLLY, IAN
ROBERT LUNEY, SHANE STUART TEDFORD AND JAMES
TIMOTHY MCCULLOUGH AS TRUSTEES OF THE NIGEN
PENSION SCHEME ON ANY ACCOUNT WHATSOEVER UNDER
THE TERMS OF THE AFOREMENTIONED INSTRUMENT
CREATING OR EVIDENCING THE CHARGE WAS REGISTERED
PURSUANT TO CHAPTER 1 PART 25 OF THE COMPANIES ACT
2006 ON THE 24 AUGUST 2010

GIVEN AT COMPANIES HOUSE, CARDIFF THE 31 AUGUST 2010

Do



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES