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ELECTRICITY ACT 1989
SECTION 6(1)(a)

ELECTRICITY GENERATION LICENCE

FOR

Spalding Energy Company Limited

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NOTE

The licence holder is subject to the
environmental obligations set out in Schedule 9
(Preservation of Amenity and Fisheries)
of the Electricity Act 1989

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PART 1. TERMS OF THE LICENCE

1. This licence, granted under section 6(1)(a) of the Electricity Act 1989 ("the Act"), authorises Spalding Energy Company Limited (a company registered in British West Indies under company number FCO19668) ("the licensee") whose registered office is situated at Maples & Calder, Attorneys-At-Law, Ugland House, PO Box 309, George Town, Cayman Islands, British West Indies and an address for the service of legal documents in Great Britain at 3rd Floor, 81 George Street, Edinburgh, EH2 3ES, to generate electricity for the purpose of giving a supply to any premises in the area specified in Schedule 1 or enabling a supply to be so given during the period specified in paragraph 3 below, subject to -

   (a) the standard conditions of electricity generation licences referred to in -

      (i) paragraph 1 of Part II below, which shall have effect in the licence; and

      (ii) paragraph 2 of Part II below which shall only have effect in the licence if brought into effect in accordance with the provisions of the standard conditions,

   subject to such amendments to those conditions, if any, as are set out in Part III below (together "the conditions");

   (b) the special conditions, if any , set out in Part IV below ("the special conditions");

   (c) such Schedules hereto, if any, as may be referenced in the conditions, the special conditions or the terms of the licence.

2. This licence is subject to transfer, modification or amendment in accordance with the provisions of the Act, the special conditions or the conditions.

3. This Licence shall come into force on 21 December 2001 and unless revoked in accordance with the provisions of Schedule 2 shall continue until determined by not less than 25 years' notice in writing given by the Authority to the Licensee, such notice not to be served earlier than a date being 10 years after the Licence comes into force.

4. The provisions of section 109(1) of the Act (Service of documents) shall have effect as if set out herein and as if for the words "this Act" there were substituted the words "this licence".

5. Without prejudice to sections 11 and 23(1) of the Interpretation Act 1978, Parts I to IV inclusive of, and the Schedules to this licence shall be interpreted and construed in like manner as an Act of Parliament passed after the commencement of the Interpretation Act 1978.

6. References in this licence to a provision of any enactment, where after the date of this licence -

   (a) the enactment has been replaced or supplemented by another enactment, and

   (b) such enactment incorporates a corresponding provision in relation to fundamentally the same subject matter,

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shall be construed, so far as the context permits, as including a reference to the corresponding provision of that other enactment.

The Official Seal of the Gas and
Electricity Markets Authority
hereunto affixed is authenticated
by:-

.....

NICK FINCHAM

Authorised in that behalf by the
Gas and Electricity Markets Authority

21 November 2001

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PART II. THE STANDARD CONDITIONS

1. Standard conditions in effect in this licence

Section A	Section B
Standard condition 1	Standard condition 5
Standard condition 2	Standard condition 6
Standard condition 3	Standard condition 7
Standard condition 4	Standard condition 8
	Standard condition 9
	Standard condition 10
	Standard condition 11
	Standard condition 12
	Standard condition 13
	Standard condition 19

2. Standard conditions not in effect in this licence

Section B	Section C	Section D
Standard condition 14	Standard condition C1	Standard condition D1
Standard condition 15	Standard condition C2	Standard condition D2
Standard condition 16	Standard condition C3	Standard condition D3
Standard condition 16A	Standard condition C4	Standard condition D4
Standard condition 17		Standard condition D5
Standard condition 17A		
Standard condition 18		

Note: A copy of the current standard conditions of electricity generation licences can be inspected at the principal office of the Authority. The above lists are correct at the date of this licence but may be changed by subsequent amendments or modifications to the licence. The authoritative up-to-date version of this licence is available for public inspection at the principal office of the Authority.

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PART III. AMENDED STANDARD CONDITIONS

There are no amendments to the standard conditions

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PART IV. SPECIAL CONDITIONS

There are no special conditions

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SCHEDULE 1

SPECIFIED AREA

Great Britain

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SCHEDULE 2

REVOCATION

1. The Authority may at any time revoke the licence by giving no less than 30 days' notice (24 hours' notice, in the case of a revocation under sub-paragraph 1(f)) in writing to the licensee:

(a) if the licensee agrees in writing with the Authority that the licence should be revoked;

(b) if any amount payable under standard condition 4 (Payments by the Licensee to the Authority) is unpaid 30 days after it has become due and remains unpaid for a period of 14 days after the Authority has given the licensee notice that the payment is overdue - provided that no such notice shall be given earlier than the sixteenth day after the day on which the amount payable became due;

(c) if the licensee fails:

(i) to comply with a final order (within the meaning of section 25 of the Act) or with a provisional order (within the meaning of that section) which has been confirmed under that section and (in either case) such failure is not rectified to the satisfaction of the Authority within three months after the Authority has given notice in writing of such failure to the licensee - provided that no such notice shall be given by the Authority before the expiration of the period within which an application under section 27 of the Act could be made questioning the validity of the final or provisional order or before the proceedings relating to any such application are finally determined; or

(ii) to pay any financial penalty (within the meaning of section 27A of the Act) by the due date for such payment and such payment is not made to the Authority within three months after the Authority has given notice in writing of such failure to the licensee - provided that no such notice shall be given by the Authority before the expiration of the period within which an application under section 27E of the Act could be made questioning the validity or effect of the financial penalty or before the proceedings relating to any such application are finally determined;

(d) if the licensee fails to comply with:

(i) an order made by the Secretary of State under section 56, 73, 74 or 89 of the Fair Trading Act 1973; or

(ii) an order made by the court under section 34 of the Competition Act 1998;

(e) if the licensee:

(i) has ceased to carry on the generation business;

(ii) has not commenced carrying on the generation business within 5 years of the date on which the licence comes into force;

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(f) if the licensee:

(i) is unable to pay its debts (within the meaning of section 123(1) or (2) of the Insolvency Act 1986, but subject to paragraphs 2 and 3 of this schedule) or has any voluntary arrangement proposed in relation to it under section 1 of that Act or enters into any scheme of arrangement (other than for the purpose of reconstruction or amalgamation upon terms and within such period as may previously have been approved in writing by the Authority);

(ii) has a receiver (which expression shall include an administrative receiver within the meaning of section 251 of the Insolvency Act 1986) of the whole or any material part of its assets or undertaking appointed;

(iii) has an administration order under section 8 of the Insolvency Act 1986 made in relation to it;

(iv) passes any resolution for winding-up other than a resolution previously approved in writing by the Authority; or

(v) becomes subject to an order for winding-up by a court of competent jurisdiction; or

(g) if the licensee is convicted of having committed an offence under section 59 of the Act in making its application for the licence.

2. For the purposes of sub-paragraph 1(f)(i), section 123(1)(a) of the Insolvency Act 1986 shall have effect as if for "£750" there was substituted "£100,000" or such higher figure as the Authority may from time to time determine by notice in writing to the licensee.

3. The licensee shall not be deemed to be unable to pay its debts for the purposes of sub-paragraph 1(f)(i) if any such demand as is mentioned in section 123(1)(a) of the Insolvency Act 1986 is being contested in good faith by the licensee with recourse to all appropriate measures and procedures or if any such demand is satisfied before the expiration of such period as may be stated in any notice given by the Authority under paragraph 1.

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