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COMPANIES FORM No. 395

Particulars of a mortgage or charge

A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge.

395

CHFP025

Please do not write in this margin  
Please complete legibly, preferably in black type, or bold block lettering

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies  
(Address overleaf - Note 6)

For official use

Company number



61880

Name of company

\* Walker Greenbank Plc (the Pledgor)

Date of creation of the charge

23 July 2004

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

Share Pledge Agreement (the Agreement)

Amount secured by the mortgage or charge

All present and future obligations and liabilities, whether actual or contingent and whether owed jointly or severally or in any other capacity whatsoever, of each Obligor to the Pledgee except for any obligation which, if it were so included, would result in a contravention of section 151 of the Companies Act 1985 (or its equivalent in any other jurisdiction) (the Secured Liabilities)

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

Burdale Financial Limited of 53 Queen Anne Street, London, (the Pledgee)  
Postcode W1G 9HP

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

Denton Wilde Sapte  
1 Fleet Place  
London  
EC4M 7WS

CLOM/49540.00028/6765944

Time critical reference

For official Use  
Mortgage Section

Post room



A03  
COMPANIES HOUSE

0257  
07/08/04

6765944

Short particulars of all the property mortgaged or charged

As continuing security for the payment, discharge and performance of the Secured Liabilities, the Pledgor irrevocably and unconditionally pledged, to the Pledgee, all of the Pledgor's title to and interest in the Shares.

The Pledge includes all rights which derive from the Shares including, but not limited to, the right to participate in new or bonus issues of shares, the right to participate in issues of convertible debt instruments and other securities and the right to receive dividends whether in cash or in kind.

The Pledgor shall not create or agree or attempt to create any other security interest or third party right on or over the Shares.

**Definitions**

**Facility Agreement** means the facility agreement dated 23 July 2004 between the Pledgor and others as Facility Companies and/or Guarantors under and Burdale.

**Obligors** means the Facility Companies and guarantors under the Facility Agreement.

**Shares** means all the shares the Pledgor owns in the capital of Borge Holding AS being (a) 8,300 shares in the capital NOK 8,300,000 of Borge Holding AS, Norwegian Reg, No885 449 042, having a nominal value of NOK 1,000 per share and representing 100 per cent of the total number of shares in Borge Holding AS and (b) such new shares that may be issued whether by an increase of Borge Holding AS's share capital, or a change in the nominal value of the shares.

Please do not  
write in  
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Please complete  
legibly, preferably  
in black type, or  
bold block  
lettering

Particulars as to commission allowance or discount (note 3)

Nil.

Signed

*Denton Waddes*

Date

*6 August 2004*

On behalf of [company] [mortgagee/chargee]

A fee of £10 is  
payable to  
Companies House  
in respect of each  
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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 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. 00061880

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A SHARE PLEDGE AGREEMENT DATED THE 23rd JULY 2004 AND CREATED BY WALKER GREENBANK PLC. FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM EACH OBLIGOR TO BURDALE FINANCIAL LIMITED WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 7th AUGUST 2004.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 12th AUGUST 2004.

*Handwritten signature*



*Companies House*  
— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES