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CHFP025

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Please complete
legibly, preferably
in black type, or
bold block lettering

*insert full name
of Company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

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

193

104394

Name of company

* Ashpol plc (the "Company")

Date of creation of the charge

22 December 2005

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

Deed of Release and Substitution dated 22 December 2005 and made between the Company (1), Borderlands Limited (2) and Law Debenture Trustees Limited (3) (the "Deed")

Amount secured by the mortgage or charge

The principal of and interest on the £75,000,000 10% per cent. First Mortgage Debenture Stock 2025 of Ashpol plc and all other moneys intended to be secured by the Deed and the Trust Deed dated 6.12.85 and also the deeds dated 2.3.89, 29.5.90, 1.10.90, 20.12.90, 10.6.92, 18.6.92, 12.1.93, 16.11.93, 3.6.94, 28.9.94, 10.3.95, 22.12.95, 26.3.96, 24.5.96, 31.5.96, 30.8.96, 19.9.96, 24.9.96, 18.10.96, 6.3.97, 7.5.97, 9.6.97, 21.11.97, 3.12.97, 19.12.97, 23.12.97, 16.1.98, 4.2.98, 20.2.98, 6.3.98, 30.4.98, 30.4.98, 30.4.98, 1.6.98, 13.7.98, 9.9.98, 9.10.98, 18.11.98, 25.11.98, 29.1.99, 11.2.99, 15.3.99, 31.3.99, 10.5.99, 2.7.99, 15.7.99, 26.8.99, 26.8.99, 28.9.99, 29.2.00, 11.8.00, 11.8.00, 14.8.00, 15.8.01, 15.8.01, 16.10.01, 25.10.01, 14.10.02, 24.3.03, 28.11.03, 8.1.04, 2.3.04, 15.6.04, 14.12.04, 16.12.04, 21.2.05, 21.3.05, 16.6.05, 23.6.05, 2.9.05, 21.10.05 and 12.05 to which this Deed is supplemental.

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

Law Debenture Trustees Limited
Fifth Floor, Wood Street,
London

Postcode EC2V 7EX

Presentor's name address and
reference (if any):
Slaughter and May (Ref: JADM/JRXP)

One Bunhill Row
London
EC1Y 8YY

**PLEASE RETURN VIA
CH LONDON COUNTER**

Time critical reference

For official Use (02/00)
Mortgage Section

Post room



PLEASE RETURN TO
CH LONDON COUNCIL

Short particulars of all the property mortgaged or charged

The capital sum of £21,630,000 and the investments for the time being and from time to time representing the same.


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Please complete legibly, preferably in black type, or bold block lettering

Particulars as to commission allowance or discount (note 3)

None.

Signed



Date 22 December, 2005

On behalf of [company] ~~XXXXXXXXXXXX~~ †

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

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 00104394

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEED OF RELEASE AND SUBSTITUTION DATED THE 22nd DECEMBER 2005 AND CREATED BY ASHPOL PLC FOR SECURING £75,000,000 AND ALL OTHER MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO LAW DEBENTURE TRUSTEES LIMITED 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 29th DECEMBER 2005.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 5th JANUARY 2006.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

P.J.L.