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COMPANIES FORM No. 395

003110/13

395

CHWP000

Please do not
write in
this marginPlease complete
legibly, preferably
in black type, or
bold block lettering* insert full name
of Company

Particulars of a mortgage or charge

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

12

2354253

Name of company

* BAINBRIDGE INTERNATIONAL LIMITED

Date of creation of the charge

12th MARCH 2007

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

(MORTGAGE) DEBENTURE

Amount secured by the mortgage or charge

ALL MONIES, OBLIGATIONS AND LIABILITIES WHETHER PRINCIPAL, INTEREST OR
OTHERWISE WHICH MAY NOW OR AT ANY TIME IN THE FUTURE BE DUE, OWING OR
INCURRED BY THE COMPANY UNDER THE TERMS OF THE LOAN AGREEMENT DATED
MARCH 2007

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

BANQUE J. SAFRA (MONACO) S.A.

15 BIS/17 AVENUE D'OSTENDE, MC98000, MONACO

Postcode

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

Tenon Limited
Highfield Court
Tollgate, Chandlers Ford
Eastleigh, SO53 3TY

Time critical reference

p56

For official Use (02/06)

Mortgage Section

Post room

WEDNESDAY



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14/03/2007

103

COMPANIES HOUSE

Short particulars of all the property mortgaged or charged

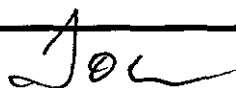
FIXED AND FLOATING CHARGE OVER ALL ASSETS NOW OR IN THE FUTURE BELONGING TO THE COMPANY INCLUDING:-
BUILDINGS, FIXTURES AND FITTINGS, PLANT AND MACHINERY, CASH AT BANK, DEBTORS, STOCKS, SHARES, GOODWILL AND PATENTS

Please do not write in this margin

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

Particulars as to commission allowance or discount (note 3)

Signed



Date 12th March 2007

On behalf of [company] [~~mortgagee/chargee~~]

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 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. 02354253

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 12th MARCH 2007 AND CREATED BY BAINBRIDGE INTERNATIONAL LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO BANQUE J. SAFRA (MONACO) S.A. 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 14th MARCH 2007.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 21st MARCH 2007.

[Handwritten signature]



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES