

# M

CHFP041

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in black type or  
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lettering

\* Insert full name  
of company

COMPANIES FORM No. 395

## 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

4

3282395

Name of company

\*Burgundy Global Limited

Date of creation of the charge

2 January 2007

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

Debenture

Amount secured by the mortgage or charge

any sums payable by Burgundy Global Limited ("the Company") to Frank Strangenberg-Haverkamp, Paul Bustin, John McCallion and Fortknox Venture AG (together "the Lenders") under a loan agreement dated 1 December 2006 in respect of a loan of £500,000 from the Lenders to the Company.

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

Please see continuation sheet.

Postcode

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

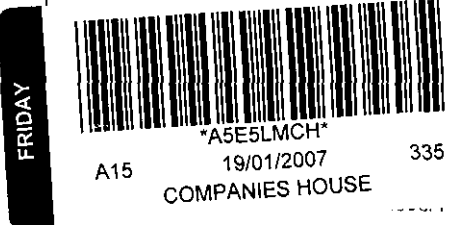
M&A Solicitors LLP  
Kenneth Pollard Hse  
5-19 Cowbridge Rd East  
Cardiff CF11 9AB  
DX 141879 CARDIFF 28

For official use (02/2006)  
Mortgage Section

Post room

M

Time critical reference



335

Short particulars of all the property mortgaged or charged

The Company with full title guarantee (but subject to the terms of the mortgage debenture granted to National Westminster Bank plc on 19 May 2000 and the charge of deposit granted to Lombard Vehicle Finance Limited on 7 September 2005) grants the following charges to the Lenders as a continuing security:

1. by way of first fixed charge, all other freehold and leasehold property, licences, rights of occupation and other interests whatsoever in real property of the Company vested in it at the date hereof and at any time hereafter together in each case with the building, fixed plant and machinery and other fixtures (including tenant's fixtures) from time to time thereon and the proceeds of sale of any of the foregoing;

2. by way of first equitable mortgage, all other freehold and leasehold property, licences, rights of occupation and other interests whatsoever in real property of the Company vested in it at the date hereof and at any time hereafter together in each case with the building, fixed plant and machinery and other fixtures (including tenant's fixtures) from time to time thereon and the proceeds of sale of any of the foregoing;

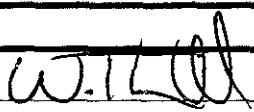
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A fee is  
payable to  
Companies House  
in respect of each  
register entry for a  
mortgage or  
charge.  
(See Note 5)

Particulars as to commission allowance or discount (note 3)

Signed



Date

2 January 2007

On behalf of [company] ~~[mortgagee/chargee]~~ <sup>†</sup>

<sup>†</sup>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 CF4 3UZ.

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## Particulars of a mortgage or charge (continued)

Continuation sheet No 1  
to Forms Nos 395 and 410 (Scot)

Company number

3282395

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

Name of company

Burgundy Global

Limited\*

\*Delete if  
inappropriate

Description of the instrument creating or evidencing the mortgage or charge (continued) (note 2)

Amount due or owing on the mortgage or charge (continued)

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lettering.

Com 395cont-2/4

Please do not write Names, addresses and descriptions of the mortgagees or persons entitled to the charge (continued)  
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Please complete  
legibly, preferably in  
black type, or bold  
block lettering

Frank Strangenberg-Haverkamp of 23 Burstead Close, Cobham, Surrey KT11 2NL;

Paul Bustin of 4, Chiddingstone Street, London SW6 3TG;

John McCallion of Waterside House, 27 Wethered Park, Pound Lane, Marlow,  
Bucks SL7 2BH;

and

Fortknox Venture AG whose registered office is at Horbeller Str. 10-14,  
D-50858 Koeln, Germany.

Short particulars of all the property mortgaged or charged (continued)

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3. by way of first fixed charge, all plant machinery and other equipment of the Company (if any) which is owned by the Company at the date hereof or at any time hereafter;

4. by way of first fixed charge:

4.1 all stocks and shares and other interests (including without prejudice to the generality of the foregoing loan capital indebtedness or liabilities on any account or in any manner owing to Burgundy Global Limited ("the Company")) both present and future of the Company (and from) any company which now is or may hereafter become a subsidiary (as defined in section 736 of the Companies Act 1985) of the Company; and

4.2 all of the book debts and other debts revenues and claims now or at any time hereafter due or owing to or purchased or otherwise acquired by the Company together with the full benefit of all guarantees and securities therefore and indemnities in respect thereof, and all liens, reservations of title, rights of tracing and other rights and remedies whatsoever;

4.3 all policies of insurance and assurance effected by the Company at the date hereof or at any time hereafter and all proceeds, claims or other rights of the Company in respect of any policy of insurance or assurance whether effected by the Company or any other person;

4.4 all inventions, improvements, modifications, processes, formulae, know how, designs, models, sketches, drawings, plans, patents, trade or service marks, design rights, copyrights, trade and brand names and other intellectual property rights (whether or not capable of protection by patent, registered design, design copyright, registered trade mark, service mark or other rights in the nature of intellectual property and whether or not so protected) to which the Company is entitled at the date hereof or at any time hereafter including all applications in respect of any of the foregoing;

4.5 by way of first fixed charge, all of the goodwill and the uncalled capital of the Company both present and future; and

5. by way of first floating charge:

5.1 the undertaking and the whole of the property and assets of the Company both present and future; and

5.2 the premises described in 1 to 4 to the extent that the charges thereon or any part or parts thereof shall not be, or shall for any reason be ineffective as fixed charges.

Save for in respect of such security as may be granted from time to time to the Royal Bank of Scotland plc (or any other finance company approved by the Company and the Lenders) to secure the invoice discounting facilities of the Company from time to time, the Company shall not without the prior written consent of the Lenders purport to charge, assign, factor, discount or otherwise dispose of all or any of the book debts and other debts of the Company nor shall the Company deal with any such book debts or other debts for value otherwise than by getting in and realising the same in the ordinary and proper course of the Company's business and for this purpose the realisation of debts by means of block discounting, factoring or the like shall not be regarded as dealing in the ordinary course.

FILE COPY



## CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03282395

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 2nd JANUARY 2007 AND CREATED BY BURGUNDY GLOBAL LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO FRANK STRANGENBERG-HAVERKAMP, PAUL BUSTIN, JOHN MCCALLION AND FORTKNOX VENTURE AG 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 19th JANUARY 2007.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 25th JANUARY 2007.



*Companies House*

— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES