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

COMPANIES FORM No. 395

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: 5

Company number: 3552508

Name of company

* insert full name of Company

* BARFAIR LIMITED

Date of creation of the charge

18 November 2005

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

Deed of Charge between (1) Barfair Limited (the "Company") and (2) Australia and New Zealand Banking Group Limited (the "Bank")

Amount secured by the mortgage or charge

All monies obligations and liabilities due owing or incurred by the Bank under a counter indemnity of even date issued by the Company in favour of the Bank in respect of a standby letter of credit to be issued by the Bank in favour of VAI Partners LLC in the maximum principal amount of USD11,739,047 together with interest and all commissions fees and other charges and all legal and other costs and expenses incurred by the Bank in relation to the counter indemnity or the Deposit hereby charged

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

AUSTRALIA AND NEW ZEALAND BANKING GROUP LIMITED
Minerva House, Montague Close,
London | Postcode | SE1 9DH

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

Mr G W Campbell, ANZ Bank,
Minerva House, Montague Close,
London SE1 9DH

Time critical reference

For official Use (06/2005)
Mortgage Section

Post room

LD2 *L3LE9AHN* 224
COMPANIES HOUSE 18/11/2005

Short particulars of all the property mortgaged or charged

First fixed charge over an account with the Bank designated "ANZ re Barfair Limited Cash Collateral Account" (the "Account") or which is designated as blocked or which othewrise cannot be operated by the Company without the consent of the Bank and the sum of USD11,739,047 deposited with the Bank to be held on the Account together with any further sums deposited in the Account pursuant to paragaph (6) of the Deed of Charge and interest thereon (the "Deposit") and all the right title benefit and interest of the Company whatsoever present and future in the Deposit and the Account

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)

Not applicable

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

Signed GWT Campbell Date 18 November 2005

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

† 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

DIEU ET MON DROIT

CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03552508

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEED OF CHARGE DATED THE 18th NOVEMBER 2005 AND CREATED BY BARFAIR LIMITED FOR SECURING USD 11,739,047 AND ALL OTHER MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO AUSTRALIA AND NEW ZEALAND BANKING GROUP LIMITED ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 18th NOVEMBER 2005.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 23rd NOVEMBER 2005.

REGISTRAR OF COMPANIES FOR ENGLAND AND WALES

THE OFFICIAL SEAL OF THE REGISTRAR OF COMPANIES