

# M

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

\*insert full name  
of Company

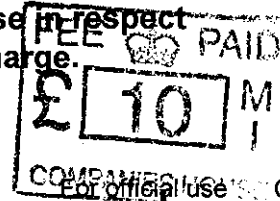
## COMPANIES FORM No. 395

### Particulars of a mortgage or charge

R Bos 620x2  
08/1000

# 395

A fee of £10 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



03913139

Name of company

\* ODYSSEY VENTURE PARTNERS LIMITED (THE "COMPANY")

Date of creation of the charge

14 MARCH 2001

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

DEBENTURE (THE "DEBENTURE")

Amount secured by the mortgage or charge

ALL OR ANY MONIES AND LIABILITIES WHICH WILL FOR THE TIME BEING (AND WHETHER ON OR AT ANY TIME AFTER DEMAND) BE DUE, OWING OR INCURRED IN WHATSOEVER MANNER TO BOS BY THE COMPANY, WHETHER ACTUALLY OR CONTINGENTLY, SOLELY OR JOINTLY AND WHETHER AS PRINCIPAL OR SURETY, AND INCLUDING INTEREST, DISCOUNT, COMMISSION AND OTHER LAWFUL CHARGES OR EXPENSES WHICH BOS MAY IN THE COURSE OF ITS BUSINESS CHARGE OR INCUR IN RESPECT OF ANY OF THOSE MATTERS OR FOR KEEPING THE COMPANY'S ACCOUNT, AND SO THAT INTEREST SHALL BE COMPUTED AND COMPOUNDED ACCORDING TO THE USUAL BOS RATES AND PRACTICE AS WELL AS BEFORE ANY DEMAND MADE OR DECREE OBTAINED UNDER THE DEBENTURE.

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

THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND ("BOS") ACTING THROUGH ITS BRANCH AT CORPORATE BANKING, P O BOX 267, 38 THREADNEEDLE STREET, LONDON

Postcode EC2P 2EH

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

Stephenson Harwood  
One St Paul's Churchyard  
London  
EC4M 8SH

Ref: A1081/2423297.1

Time critical reference

For official Use  
Mortgage Section

Post room



LD6  
COMPANIES HOUSE

\*LLXX3224\*

0407  
19/03/01

CHARGES

1. BY WAY OF LEGAL MORTGAGE ALL THE FREEHOLD AND LEASEHOLD PROPERTY OF THE COMPANY WHICH IS VESTED ON THE DATE OF THE DEBENTURE WHETHER OR NOT THE TITLE TO THE PROPERTY IS REGISTERED AT HM. LAND REGISTRY TOGETHER WITH ALL PRESENT AND FUTURE BUILDINGS, FIXTURES (INCLUDING TRADE AND TENANT'S FIXTURES), PLANT AND MACHINERY WHICH ARE AT ANY TIME ON THE PROPERTY;

(SEE CONTINUATION SHEETS)

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

Signed Stephenson Harwood

Date 19 March 2001

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

A fee of £10 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 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

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# Particulars of a mortgage or charge (continued)

Please do not  
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binding margin

Continuation sheet No 1  
to Form No 395 and 410 (Scot)

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

Company Number

03913139

Name of Company

ODYSSEY VENTURE PARTNERS LIMITED

~~Limited~~

\* delete if  
inappropriate

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

Please do not  
write in this  
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Please complete  
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bold block lettering

Please do not  
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Names, addresses and descriptions of the mortgagees or persons entitled to the charge (continued)

Please complete  
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bold block lettering

2 BY WAY OF FIXED CHARGE ALL FUTURE FREEHOLD AND LEASEHOLD PROPERTY BELONGING TO THE COMPANY TOGETHER WITH ALL BUILDINGS AND FIXTURES (INCLUDING TRADE AND TENANT'S FIXTURES), PLANT AND MACHINERY WHICH ARE AT ANY TIME ON THE PROPERTY;

3 BY WAY OF FIXED CHARGE ALL PRESENT AND FUTURE INTERESTS OF THE COMPANY IN OR OVER LAND OR THE PROCEED OF SALE OF LAND AND ALL PRESENT AND FUTURE LICENCES OF THE COMPANY TO ENTER UPON OR USE LAND AND THE BENEFIT OF ALL OTHER AGREEMENTS RELATING TO LAND TO WHICH THE COMPANY IS OR MAY BECOME PARTY OR OTHERWISE ENTITLED AND ALL FIXTURES (INCLUDING TRADE AND TENANT'S FIXTURES), PLANT AND MACHINERY WHICH ARE AT ANY TIME ON THE PROPERTY CHARGED UNDER THE DEBENTURE;

4 BY WAY OF FIXED CHARGE ALL THE GOODWILL AND UNCALLED CAPITAL FOR THE TIME BEING OF THE COMPANY;

5 BY WAY OF FIXED CHARGE ALL PRESENT AND FUTURE STOCKS SHARES AND OTHER SECURITIES OWNED (AT LAW OR IN EQUITY) BY THE COMPANY AND ALL RIGHTS AND INTERESTS OF THE COMPANY ACCRUING OR OFFERED AT ANY TIME IN RELATION TO THEM, ALL RIGHTS AND INTERESTS IN AND CLAIMS UNDER ALL POLICIES OF INSURANCE AND ASSURANCE HELD OR TO BE HELD BY OR INURING TO THE BENEFIT OF THE COMPANY AND THE BENEFIT OF ALL RIGHTS AND CLAIMS TO WHICH THE COMPANY IS NOW OR MAY BE ENTITLED UNDER ANY CONTRACTS;

6 BY WAY OF FIXED CHARGE ALL PATENTS, PATENT APPLICATIONS, TRADE MARKS, TRADE MARK APPLICATIONS, TRADING NAMES, BRAND NAMES, SERVICE INVENTIONS, DESIGN RIGHTS, REGISTERED DESIGNS, ALL TRADE SECRETS AND KNOW-HOW, COMPUTER RIGHTS, PROGRAMMES, SYSTEMS, TAPES, DISKS, SOFTWARE, ALL APPLICATIONS FOR REGISTRATION OF ANY OF THEM AND OTHER INTELLECTUAL PROPERTY RIGHTS HELD OR TO BE HELD BY THE COMPANY OR IN WHICH IT MAY HAVE AN INTEREST AND THE BENEFIT OF ALL PRESENT AND FUTURE AGREEMENTS RELATING TO THE USE OF OR LICENSING OR EXPLOITATION OF ANY SUCH RIGHTS (OWNED BY THE COMPANY OR OTHERS) AND ALL PRESENT AND FUTURE FEES, ROYALTIES OR SIMILAR INCOME DERIVED FROM OR INCIDENTAL TO ANY OF THE FOREGOING IN ANY PART OF THE WORLD;

7 BY WAY OF FIXED CHARGE ALL PRESENT AND FUTURE BOOK AND OTHER DEBTS AND MONETARY CLAIMS OF THE COMPANY WHETHER PAYABLE NOW OR IN THE FUTURE AND THE BENEFIT OF ALL PRESENT AND FUTURE RIGHTS AND CLAIMS OF THE COMPANY AGAINST THIRD PARTIES RELATING TO THEM AND CAPABLE OF BEING SATISFIED BY THE PAYMENT OF MONEY (SAVE AS DESCRIBED IN PARAGRAPH 5 ABOVE);

8 BY WAY OF FIXED CHARGE ALL PRESENT AND FUTURE PLANT AND MACHINERY AND ALL OTHER PRESENT AND FUTURE CHATTELS NOT OTHERWISE CHARGED BY WAY OF A FIXED CHARGE MENTIONED IN ANY OF PARAGRAPHS 1 TO 9 INCLUSIVE (BUT EXCLUDING ANY CHATTELS FOR THE TIME BEING FORMING PART OF THE COMPANY'S STOCK IN TRADE OR WORK IN PROGRESS).

9 BY WAY OF FIXED CHARGE ALL PRESENT AND FUTURE BANK ACCOUNTS, CASH AT BANK AND CREDIT BALANCES OF THE COMPANY WITH ANY BANK OR OTHER PERSON WHATSOEVER AND ALL RIGHTS RELATING OR ATTACHING TO THEM (INCLUDING THE RIGHT TO INTEREST).

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**Particulars of a mortgage or charge  
(continued)**

Please do not  
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Continuation sheet No 2  
to Form No 395 and 410 (Scot)

Please complete  
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bold block lettering

Company Number

03913139

Name of Company

ODYSSEY VENTURE PARTNERS LIMITED

\* delete if  
inappropriate

~~limited~~

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

Please complete  
legibly, preferably  
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bold block lettering



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Names, addresses and descriptions of the mortgagees or persons entitled to the charge (continued)

Please complete  
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10 BY WAY OF FLOATING CHARGE THE ASSETS NOT CHARGED BY WAY OF A FIXED CHARGE MENTIONED IN ANY OF PARAGRAPHS 1 TO 9 INCLUSIVE INCLUDING (WITHOUT LIMITATION) ANY IMMOVABLE PROPERTY OF THE COMPANY IN SCOTLAND AND ANY ASSETS IN SCOTLAND WITHIN ANY OF THE TYPES MENTIONED IN PARAGRAPHS 2 TO 9 ABOVE INCLUSIVE BUT SO THAT THE COMPANY IS PROHIBITED FROM CREATING ANY FIXED SECURITY OR MORTGAGE OR ANY FLOATING CHARGE OVER THE ASSETS HAVING PRIORITY OVER OR RANKING PARI PASSU WITH THE FLOATING CHARGE CREATED BY THE DEBENTURE (OTHERWISE THAN IN FAVOUR OF BOS) AND THE COMPANY WILL HAVE NO POWER WITHOUT THE CONSENT OF BOS TO PART WITH OR DISPOSE OF ANY PART OF THOSE ASSETS EXCEPT BY WAY OF SALE IN THE ORDINARY COURSE OF ITS BUSINESS.

NOTE: THE DEBENTURE CONTAINS COVENANTS BY THE COMPANY WITH BOS;

(a) ALLOWING BOS MAY AT ANY TIME BY NOTICE IN WRITING TO THE COMPANY TO IMMEDIATELY CONVERT THE FLOATING CHARGE REFERRED TO IN PARAGRAPH 10 ABOVE INTO A FIXED CHARGE OVER ANY ASSETS SPECIFIED IN ANY SUCH NOTICE AND THE FLOATING CHARGE WILL, WITHOUT NOTICE FROM BOS AUTOMATICALLY BE CONVERTED INTO A FIXED CHARGE: -

1. IN RESPECT OF ANY ASSETS WHICH BECOME SUBJECT TO A FIXED CHARGE IN FAVOUR OF ANY OTHER PERSON OR TO A DISPOSITION OTHERWISE THAN BY WAY OF SALE IN THE ORDINARY COURSE OF THE COMPANY'S BUSINESS IMMEDIATELY UPON SUCH CHARGE OR DISPOSITION; AND

2. IN RESPECT OF ANY ASSETS CHARGED UNDER THE FLOATING CHARGE REFERRED TO IN PARAGRAPH 10 ABOVE IF AND WHEN THE COMPANY SHALL CEASE TO CARRY ON BUSINESS OR TO BE A GOING CONCERN;

3. IN RESPECT OF ALL ASSETS ON THE MAKING OF AN ORDER FOR THE COMPULSORY WINDING-UP OF THE COMPANY OR ON THE CONVENING OF A MEETING FOR THE PASSING OF A RESOLUTION FOR THE VOLUNTARY WINDING-UP OF THE COMPANY OR ON THE PRESENTATION OF A PETITION FOR THE MAKING OF AN ADMINISTRATION ORDER IN RELATION TO THE COMPANY OR ON THE PRESENTATION OF AN APPLICATION FOR A WARRANT OF EXECUTION, WRIT OF FIERI FACIAS, GARNISHEE ORDER OR CHARGING ORDER;

SO THAT THIS PROVISION SHALL NOT APPLY TO ANY ASSETS IN SCOTLAND.

(b) THE COMPANY WILL NOT WITHOUT THE PREVIOUS WRITTEN CONSENT OF BOS:

1. CREATE OR ATTEMPT TO CREATE OR PERMIT TO SUBSIST ANY MORTGAGE, CHARGE, LIEN (OTHER THAN A LIEN ARISING IN THE ORDINARY CAUSE OF BUSINESS BY OPERATION OF LAW) OR ENCUMBRANCE ON ANY ASSETS CHARGED UNDER THE DEBENTURE; OR

2. DISPOSE OF OR PART WITH POSSESSION IN ANY WAY (EXCEPT ON THE DETERMINATION OF ANY LEASE, TENANCY OR LICENCE) OR SHARE OCCUPATION OF ANY ASSETS; OR

3. IN ANY WAY DISPOSE OF THE EQUITY OF REDEMPTION OF ANY SUCH ASSETS OR ANY INTEREST IN ANY SUCH ASSETS.

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# **Particulars of a mortgage or charge (continued)**

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Continuation sheet No 3  
to Form No 395 and 410 (Scot)

Please complete  
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bold block lettering

Company Number

03913139

Name of Company

ODYSSEY VENTURE PARTNERS LIMITED

~~Limited~~

\* delete if  
inappropriate

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

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

Please do not  
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Names, addresses and descriptions of the mortgagees or persons entitled to the charge (continued)

Please complete  
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(c) THAT THE COMPANY WILL PAY INTO THE COMPANY'S ACCOUNT WITH BOS (OR AS BOS MAY DIRECT) ALL MONEYS WHICH IT RECEIVES IN RESPECT OF ANY POLICIES OF INSURANCE OR ASSURANCE, ROYALTIES, INCOME OR BOOK OR OTHER DEBTS OR ANY OTHER OF THE RIGHTS AND CLAIMS CHARGED TO BOS UNDER PARAGRAPHS 2 TO 9 ABOVE INCLUSIVE AND UNTIL SUCH PAYMENT HOLD ALL MONEYS SO RECEIVED UPON TRUST FOR BOS AND WILL NOT WITHOUT THE PRIOR WRITTEN CONSENT OF BOS CHARGE, FACTOR, DISCOUNT, OR ASSIGN ANY OF THE THOSE POLICIES, FEES, ROYALTIES, INCOME, DEBTS, RIGHTS OR CLAIMS IN FAVOUR OF ANY OTHER PERSON OR PURPORT TO DO SO.

(d) THAT THE COMPANY WILL NOT WITHOUT THE PREVIOUS WRITTEN CONSENT OF BOS REDEEM OR PURCHASE ANY OF ITS OWN SHARES OR ISSUE ANY REDEEMABLE SHARES OR CREATE AND ISSUE ANY LOAN STOCK.

DEFINITIONS:

"ASSETS" SHALL MEAN THE WHOLE OF THE PROPERTY (INCLUDING UNCALLED CAPITAL) WHICH IS OR MAY BE FROM TIME TO TIME COMPRISED IN THE PROPERTY AND UNDERTAKING OF THE COMPANY.

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## CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03913139

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 14th MARCH 2001 AND CREATED BY ODYSSEY VENTURE PARTNERS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 19th MARCH 2001.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 21st MARCH 2001.

VR  
JQ



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*

— for the record —