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COMPANIES FORM No. 395

Particulars of a mortgage or charge

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

Name of company

* BHE Holdings Limited (the "Company")

Date of creation of the charge

19 April 2004

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

Share Charge (the "Share Charge")

Amount secured by the mortgage or charge

All money and liabilities due at the time of the Share Charge or thereafter, owing or incurred to the Lender by the Company in whatsoever manner in any currency or currencies whether present or future, actual or contingent, whether incurred solely or jointly with any other person and whether as principal or surety under the Facility Letter and the Share Charge together with all interest accruing thereon and all costs, charges and expenses incurred in connection therewith ("Secured Obligations").

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

MPIF Holdings Limited whose registered office is at Trafalgar Court, Les Banques, St Peter Port, Guernsey (registered number 41239) (the "Lender")

Postcode GY1 3QL

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

Addleshaw Goddard
100 Barbirolli Square
Manchester
M2 3AB

ZAROO/OSHEM/321437-14

Time critical reference

For official Use
Mortgage Section

Post room



Short particulars of all the property mortgaged or charged

1. With full title guarantee the Company charges in favour of the Lender by way of first fixed charge all the Shares together with all Distribution Rights from time to time accruing thereto.
2. The Company will not, without the prior consent of the Lender:-
 - (a) create or agree or attempt to create or permit to subsist (in favour of any person other than the Lender) any Security over the whole or any part of the Charged Property; or
 - (b) (whether by a single transaction or a number of related or unrelated transactions and whether at the same time or over a period of time) sell, transfer, or otherwise dispose of or cease to exercise direct control over all or any part of the Charged Property or the right to receive or to be paid the proceeds arising on the disposal of the same or agree or attempt to do so; or
 - (c) dispose of the equity of redemption in respect of all or any part of the Charged Property

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)

NIL

Signed Adleshaw Goddard Date 23 April 2004

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

CHFP025

Particulars of a mortgage or charge (continued)

Please do not
write in this
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

4299396

Name of Company

BHE Holdings Limited (the "Company")

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)

Please do not
write in this
binding margin

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

Please do not
write in this
binding margin

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

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

In this form 395 the following terms shall have the following meanings:-

"Bonnyrigg" means B.H.E. (Bonnyrigg) Limited (registered number 4577565);

"Charged Property" means the shares and the Distribution Rights from time to time accruing;

"Distribution Rights" means all dividends, distributions and other income paid or payable on the Shares together with all shares or other property derived from the Shares together also with all other allotments, accretions, rights, benefits and advantages of all kinds accruing, offered or otherwise derived from or incidental to the Shares (whether by way of conversion, redemption, bonus preference, option or otherwise);

"Facility Letter" means the facility letter dated on or about the date of the Share Charge pursuant to which the Lender agreed to make available to the Company a secured loan facility;

"Shares" means the entire issued share capital of Bonnyrigg being two ordinary shares of £1 each; and

"Security" means a mortgage, charge, pledge, lien or other security interest securing any obligation of any person or any other agreement or arrangement having a similar effect.

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

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 04299396

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A SHARE CHARGE DATED THE 19th APRIL 2004 AND CREATED BY BHE HOLDINGS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO MPIF HOLDINGS LIMITED ON ANY ACCOUNT WHATSOEVER 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 28th APRIL 2004.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 29th APRIL 2004.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —