

# M

CHFP041

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

\* Insert full name  
of company

COMPANIES FORM No. 395

## Particulars of a mortgage or charge

A fee of £10 (£13 for forms delivered on or after 1 February 2005) 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

2

04349489

Name of company

\* Exalia Limited

Date of creation of the charge

5 September 2005

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

Debenture

Amount secured by the mortgage or charge

All money, liabilities and obligations now or in the future owed or incurred by the Company to the Lender of any kind, howsoever arising and in any currency, whether or not immediately payable, whether certain or contingent, whether sole or joint, whether as principal or as surety, whether or not the Lender was the original creditor in respect thereof, and including (without limitation) interest, commission, costs, charges and expenses charged by the Lender at rates agreed between it and the Company or, in the absence of express agreement, in accordance with the Lender's normal practice for the time being such Secured Liabilities to include without limitation to the foregoing all sums due by the Company to the Lender under the provisions of a Facility Letter dated [8 July 2005]

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

Sir David Garrard c/o 42 Wigmore Street London

Postcode W1U 2RY

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

David Conway & Co  
1 Burwood Place  
London W2 2BT  
DX 41704 Marylebone 2

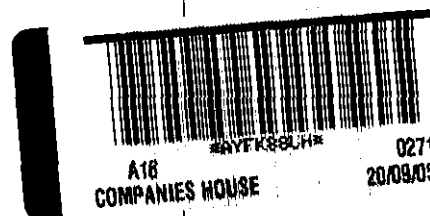
Ref: DPC/G45.1

Time critical reference

For official use (02/00)

Mortgage Section

Post room



## Short particulars of all the property mortgaged or charged

(1) By way of first legal mortgage all 'Land' (as defined in clause 1.1.13 of the Debenture) now owned by the Company

(2) By way of first fixed equitable charge all Land which the Company acquires in the future

(3) By way of separate first fixed charges all the goodwill and uncalled capital of the Company present or future, the Securities, Insurances, Intellectual Property, Debts, Rents, Asset Contracts, Other Claims, Fixed Plant and Equipment, Loose Plant and Equipment and the amount from time to time standing to the credit of the account with the Mortgagee

(4) By way of first floating charge all the undertaking property and assets of the Company whatsoever and wheresoever present or future which are not for any reason effectively charged by the Debenture by way of fixed charge or mortgage, including (without limitation) any heritable property of the Company situated in Scotland

Please do not write in this margin

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

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 David Conway & Co Date 19 September 2005

On behalf of [company] [mortgagee/chargee]

## Notes

† Delete as appropriate

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 £10 (£13 for forms delivered on or after 1 February 2005) 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.

FILE COPY



## CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 04349489

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 5th SEPTEMBER 2005 AND CREATED BY EXALIA LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO SIR DAVID GARRARD 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 20th SEPTEMBER 2005.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 22nd SEPTEMBER 2005 .

*DXmm*



*Companies House*

— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES