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## 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)

Name of company

\* Astraeus Limited ("Company")

Date of creation of the charge

25 August 2006

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

Deed of charge over deposit ("Deed")

Amount secured by the mortgage or charge

All or any money and liabilities which shall from time to time (and whether on or at any time after demand) be due, owing or incurred in whatsoever manner to the Mortgagee by the Company, whether actually or contingently, solely or jointly and whether as principal or surety, (or guarantor or cautioner), including any money and liabilities of the Company to a third party which have been assigned or novated to or otherwise vested in the Mortgagee and including interest, discount, commission and other lawful charges or expenses which the Mortgagee 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 Mortgagee rates and practice (or otherwise agreed in writing) as well after as before any demand made or judgment obtained under or in relation to the Deed ("Secured Liabilities").

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

The Governor and Company of the Bank of Scotland ("Mortgagee"), The Mound, Edinburgh

Postcode EH1 1YZ

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

DLA Piper Rudnick Gray Cary UK LLP  
3 Noble Street  
London  
EC2V 7EE

72718/120039

Time critical reference

For official Use (06/2005)  
Mortgage Section

Post room



**FIXED CHARGE**

1. The Company, with full title guarantee and as a continuing security for the payment or discharge of the Secured Liabilities, hereby charges to the Mortgagee by way of first fixed charge:

- (a) its entire right, title and interest (both present and future) in and to the Deposit; and
- (b) all rights and benefits accruing to or arising in connection with the Deposit.

**RESTRICTIVE COVENANTS**

2. The Company will not without the prior written consent of the Mortgagee:

- (a) create or attempt to create or permit to subsist any right in security, mortgage, charge, lien, encumbrance, right of set-off (except in favour of the Mortgagee) or any trust agreement, declaration of trust, or trust arising by operation of law in respect of all or any of the Charged Assets; or
- (b) sell, transfer, assign or otherwise dispose of all or any of the Charged Assets; or

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



Date 31 August 2006

On behalf of ~~XXXXXX~~ (mortgagee/~~XXXXXX~~ †

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

**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 £13 is payable to Companies House in respect of each register entry for a mortgage or charge. Cheques and Postal Orders must be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is: Companies House, Crown Way, Cardiff CF14 3UZ

Company number

4380108

Name of company

\*insert full name  
of Company

\* Astraeus Limited ('Company')

Addendum 1/4

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

Addendum 2/4

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

Addendum 3/4

3. Names, addresses and description of the mortgages or persons entitled to the charge (continued)

Addendum 4/4

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

(c) in any way dispose of the equity of redemption of any of the Charged Assets or any interest in any such Charged Asset.

**DEFINITIONS**

"Account" means the account of the Company with the Mortgagee at Bank of Scotland Corporate Banking, 38 Threadneedle Street, London EC2P 2EH, sort code: 12-01-03, account number: 6054058 as such account may be redesignated and/or renumbered from time to time;

"Charged Assets" means the assets and rights charged in terms of the Deed; and

"Deposit" means all money in any currency now or hereafter standing to the credit of the Account (including, without limitation, any interest credited to it) including all or any part of the money pursuant thereto and the debt represented by it or any claim for repayment of that money.

Company number

4380108

Name of company

\*insert full name  
of Company

\* Astraeus Limited (''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. 04380108

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEED OF CHARGE OVER DEPOSIT DATED THE 25th AUGUST 2006 AND CREATED BY ASTRAEUS 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 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 5th SEPTEMBER 2006.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 7th SEPTEMBER 2006.



*Companies House*

— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES