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legibly, preferably  
in black type, or  
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\* insert full name  
of Company

COMPANIES FORM No. 395

12627/13

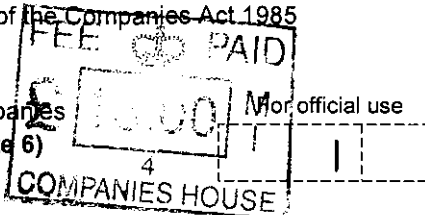
## Particulars of a mortgage or charge

A fee of £13 is payable to Companies House in respect  
of each register entry for a mortgage or charge.

# 395

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies  
(Address overleaf - Note 6)



Company number

4631280

Name of company

\* KARLSON UK LIMITED ("The Company")

Date of creation of the charge

19 December 2005

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

Underlease of premises on the Third Floor, 6, 7 and 8 Bonhill Street, London EC2A 4BX dated 19 December 2005 made between HSBC Trust Company (UK) Limited (1) and the Company (2) ("the Underlease")

Amount secured by the mortgage or charge

Payment or reimbursement (as the case may be) to the landlord of the sums payable by the Company under the Underlease including without limitation: rent; interest; insurance charges; all general rates, all existing and future rates, taxes, charges, assessments, impositions and outgoings whatsoever which are now or may at anytime be payable charged or assessed in respect of the demised premises; all expenses (including solicitor's costs and surveyors' fees) properly incurred by the landlord incidental to or in contemplation of the preparation and service of a schedule of dilapidations and/or a notice under Sections 146 and 147 of the Law of Property Act 1925 and in connection with every application for any consent made under the Underlease whether such consent shall be granted or not; VAT where applicable; the service charge payable in accordance with the service charge provisions in the Underlease and sums payable in respect of compliance or non-compliance with the tenant's covenants in the Underlease and for indemnity.

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

HSBC Trust Company (UK) Limited (Company No: 106294)  
8 Canada Square, London ("the Chargee")

Postcode E14 6HQ

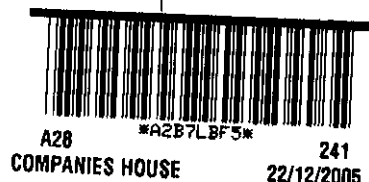
Presentor's name address and  
reference (if any):  
Bird & Bird  
90 Fetter Lane  
London EC4A 1JP  
Ref: CEP/70/PHPF2/0763

Time critical reference

For official Use (02/00)

Mortgage Section

Post room



Short particulars of all the property mortgaged or charged

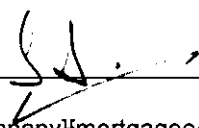
The rent deposit of £11,436.66 plus a sum equal to Value Added Tax thereon (totalling £13,438.08) and interest and such additional sums as shall be deposited from time to time so as to maintain the sum deposited or increase it by one half of any increase in rent under the Underlease plus a sum equivalent to Value Added Tax thereon in accordance with Part V of the Schedule of the Underlease.

Please do not  
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*Please complete  
legibly, preferably  
in black type, or  
bold block  
lettering*

Particulars as to commission allowance or discount (note 3)

Signed



Date

20 December 2005

On behalf of ~~company~~ [mortgagee/chargee]<sup>†</sup>

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 situated 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

FILE COPY



## CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 04631280

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT AN UNDERLEASE DATED THE 19th DECEMBER 2005 AND CREATED BY KARLSON UK LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO HSBC TRUST COMPANY (UK) LIMITED 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 22nd DECEMBER 2005.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 5th JANUARY 2006.



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*

— for the record —