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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.

CHFP025

Please do not write in this margin

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

*insert full name of Company

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number

13

105961/10
4950508

Name of company

* Pinco 2037 Limited (the "Company")

Date of creation of the charge

8 March 2004

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

Debenture dated 8 March 2004 (the "Charge")

Amount secured by the mortgage or charge

All moneys and liabilities (whether present or future actual or contingent) now or at any time or times hereafter due or owing or incurred by the Company (whether as principal or surety) to 3i Group plc (other than dividend on any shares).

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

3i Group plc whose registered office is at 91 Waterloo Road, London

Postcode SE1 8XP,

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

Addleshaw Goddard
Sovereign House, PO Box 8,
Sovereign Street, Leeds,
LS1 1HQ

For official Use



A11
COMPANIES HOUSE

0204
24/03/04

BOTTL/11678-2645

Time critical reference

- 1 Fixed charges upon:
- 1.1 all estates and interests in any freehold and leasehold property of the company both present and future (excluding the legally mortgaged property) together with all buildings and fixtures (including trade and other fixtures) and the fixed plant and machinery of the Company from time to time thereon or therein and the proceeds of sale thereof;
 - 1.2 the stocks shares bonds loan capital and other securities both present and future belonging to the company (including stocks or shares acquired pursuant to scrip dividends) and all rights relating thereto other than the right to be paid any dividend;
 - 1.3 the book debts and other debts both present and future due or owing to the company;
 - 1.4 the goodwill and uncalled capital of the company both present and future;
 - 1.5 the rights in patents patent applications inventions trade-marks trade-mark applications service-marks trade names registered designs copyrights know-how confidential

Continued on Continuation Sheet 1

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 William Goddard

Date 22 March 2004

On behalf of ~~XXXXXX~~ [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 marginContinuation sheet No 1
to Form No 395 and 410 (Scot)Please complete
legibly, preferably
in black type, or
bold block lettering

Company Number

4950508

Name of Company

Pinco 2037 Limited (the "Company")

Limited*

* delete if
inappropriate

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

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

information trade secrets and any other intellectual property rights and all licences and ancillary rights and benefits (other than royalties and other sums payable in respect thereof) both present and future of the Company.

2. Floating charges upon the undertaking and all other property assets and rights of the Company both present and future not otherwise effectively charged by way of fixed charge.
3. The Company shall not without the previous written consent of 3i Group plc:
 - 3.1 sell, give or share possession of, grant or agree to grant any lease or tenancy of, or accept or agree to accept a surrender or any variation or addition to the terms of any lease or tenancy of, or otherwise dispose of the fixed charged property or any part thereof;
 - 3.2 sell, assign or otherwise dispose of the whole or any substantial part of the floating charged property except in the ordinary course of business;
 - 3.3 create or attempt to create any mortgage charge or other security upon any part of the charged property other than any security granted to 3i Group plc;
 - 3.4 allow any lien to arise on or affect any part of the charged property except in the case of a lien arising by operation of law in the ordinary course of business.

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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. 04950508

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 8th MARCH 2004 AND CREATED BY PINCO 2037 LIMITED FOR SECURING ALL MONIES (OTHER THAN DIVIDENDS ON ANY SHARES) DUE OR TO BECOME DUE FROM THE COMPANY TO 3i GROUP plc ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 24th MARCH 2004.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 25th MARCH 2004.

P Angela



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES