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COMPANIES FORM No. 395

Particulars of a mortgage or charge

161344/30

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

Pursuant to section 395 of the Companies Act 1985

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

For official use Company number

[I I S]

4969819

Name of company

* WINWICK LIMITED FOR ITSELF AND IN ITS CAPACITY AS GENERAL PARTNER OF THE WINWICK PARTNERSHIP (LP009364) (THE "DEPOSITOR")

Date of creation of the charge

20 DECEMBER 2004

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

DEPOSIT AGREEMENT

Amount secured by the mortgage or charge

AS SPECIFIED IN APPENDIX ONE TO THIS FORM

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

INVESTEC BANK (UK) LIMITED (THE "BANK")
2 GRESHAM STREET
LONDON

Postcode EC2V 7QP

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

Eversheds LLP
Eversheds House, 70 Great
Bridgewater Street,
Manchester, M1 5ES

C: TC/JC 873393

Time critical reference

For official Use
Mortgage Section

Post room



Short particulars of all the property mortgaged or charged

AS SPECIFIED IN APPENDIX TWO TO THIS FORM

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)

N/A

Signed Eversheds LLP

Date 23/12/04

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

APPENDIX ONE

WINWICK LIMITED

(COMPANY NUMBER : 4969819)

All monies and liabilities actual or contingent, present or future which now are or at any time hereafter may be due, owing or incurred by the Depositor to the Bank.

(the "Secured Liabilities").

APPENDIX TWO

WINWICK LIMITED

(COMPANY NUMBER : 4969819)

Pursuant to the terms of the Deposit Agreement, the Depositor with full title guarantee charges by way of first fixed charge all its rights in respect of the Deposit with the payment and discharge to the Bank of the Secured Liabilities to the intent that the security created by the Deposit Agreement shall be a continuing security.

“Deposit” means the debt now or hereafter owing to the Depositor by the Bank on the account specified in the Schedule attached to the Deposit Agreement as the same may be redesignated from time to time and all interest now or hereafter accruing thereon including interest which is compounded and treated as principal.

Note: The Depositor has agreed that it will not without the Bank’s prior written consent assign, transfer, mortgage, charge, encumber, dispose of or otherwise deal with the Deposit or any part thereof (other than a mortgage or charge in favour of the Bank) or agree to do any such thing.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 04969819

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEPOSIT AGREEMENT DATED THE 20th DECEMBER 2004 AND CREATED BY WINWICK LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO INVESTEC BANK (UK) LIMITED ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 24th DECEMBER 2004.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 5th JANUARY 2005.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —