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COMPANIES FORM No. 395

Particulars of a mortgage or charge

022909/50

395

A fee of £10 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

* INHOCO 3060 LIMITED ("the Company")

Date of creation of the charge

8 JUNE 2004

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

Pledge over the Proceeds Account ("the Pledge")

Amount secured by the mortgage or charge

All present and future liabilities and obligations (whether actual or contingent and whether owed jointly or severally or in any other capacity whatsoever) which at the date of the Pledge or thereafter may be or become due and owing by the Company to any Finance Party under the Finance Documents (the "Secured Obligations").

(For definitions see continuation sheet 1)

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

The Governor and Company of the Bank of Scotland, The Mound, Edinburgh, as Security Trustee for itself and for the Finance Parties ("the Security Trustee") (for definitions see continuation sheet 1).

Postcode EH1 1YZ

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

Maclay Murray & Spens
3 Glenfinlas Street
Edinburgh
EH3 6AQ

cmw/jmxm/smk/ban/13/1086

Time critical reference

For official Use
Mortgage Section



Short particulars of all the property mortgaged or charged

The Company, in security for the payment or discharge of the Secured Obligations, pledges and assigns to the Security Trustee the Proceeds Account and the Deposit, all interest that may from time to time be payable on the Deposit and all the present and future right, title and interest whatsoever in the Proceeds Account and the Deposit.

(For definitions please see 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

Mark W. H. H.

Date

11 June 2007

On behalf of ~~XXXXX~~ [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

Continuation sheet 1

To the Registrar of Companies

Name of company
Inhoco 3060 Limited ("the Company")

Company number
5069235

Inhoco 3060 Limited ("the Company")

Definitions

In this Form 395:

"Deposit" means all sums (together with all interest and other amounts accruing on such sums from time to time) from time to time standing to the credit of the Proceeds Account;

"Facility Agreement" means the facility agreement dated 28 April 2004 among inter alia the Company as Original Borrower and Original Guarantor, the Original Lenders (as defined therein) and The Governor and Company of the Bank of Scotland as Arranger, Working Capital Bank, Agent and Security Trustee in relation to term loan and working capital facilities;

"Finance Document" means the Facility Agreement, and any Fee Letter, any Accession Letter, any Resignation Letter, the Security Documents, the Treasury Guarantee, the Inter Creditor Agreement, any separate agreement in relation to Facility C (all as defined in the Facility Agreement) and any other document designated as such by the Security Trustee and the Company;

"Finance Party" means the Agent, the Security Trustee, the Arranger, a Lender, the Working Capital Bank or the Guarantee Bank (as defined in the Facility Agreement);

"Proceeds Account" means deposit account number 06020537, sort code 80-11-80 held by the Company with the Account Bank;

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 05069235

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A PLEDGE OVER THE PROCEEDS ACCOUNT DATED THE 8th JUNE 2004 AND CREATED BY INHOCO 3060 LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO ANY FINANCE PARTY 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 19th JUNE 2004.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 22nd JUNE 2004.

[Handwritten signature]



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES