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COMPANIES FORM No. 395

Particulars of a mortgage or charge

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

ACCOUNT
3**395**

18 SEP 2005

RECEIVED

Please do not
write in
this margin

CHFP025

To the Registrar of Companies

For official use

Company Number

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

*Insert full name of
company

2

5168401

Name of company

Stow Bedfont Limited (the "Company")

Date of creation of the charge

9 September 2005

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

Third Party Floating Charge (the "Deed")

Amount secured by the mortgage or charge

All or any monies obligations and liabilities whether certain or contingent present or future which are now or may at any time hereafter be or become payable due or owing to the Bank by the Company whether solely or jointly and whether as principal or surety or in respect of which the Company may otherwise be or become liable to the Bank on any account whatsoever including (without prejudice to the generality of the foregoing) the principal amount of all loans or advances made or to be made to or for the accommodation or at the request of the Company all fees costs and expenses (including legal surveyors valuers and other costs on a full indemnity basis) commission discount charges and other sums incurred by the Bank (continued...)

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

HSBC Bank Plc of Level 24, 8 Canada Square, London, E14 5HQ (the "Bank")

Presentors name address and
reference (if any):

ADDLESHAW GODDARD
BOX 500
21 BLOOMSBURY STREET
LONDON

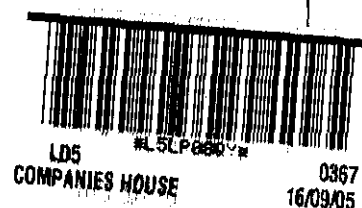
Ref: STEEL/15421-298

LON5/46272.1

For official use

Mortgage Section

Post room



Time critical reference

Short particulars of all the property mortgaged or charged

The Company charged to the Bank by way of floating charge with full title guarantee all of the Company's undertaking property and other assets of whatsoever nature both present and future including its uncalled capital for the time being (hereinafter collectively call the "Charged Property" which expression shall include any part thereof).

Note (inter alia):

The Company shall not during the continuance of the security constituted by the Deed create or purport or attempt to create or permit to subsist any mortgage charge lien right of set-off or other security interest or other encumbrance on any of the Charged Property.

Particulars as to commission allowance or discount (note 3)

N/A

Signed Adelle Shaw Goodall Date 15 September 2005

On behalf of [company] mortgagee/chargee 1

1 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.
- 1 If any of the spaces in this form provide insufficient space the particulars must be entered on the prescribed continuation sheet.
- 2 Cheques and Postal Orders are made payable to **Companies House**.
- 3 The address of the Registrar of Companies is:-
Companies House, Crown Way, Cardiff CF4 3UZ

pursuant to the agreement constituted by the acceptance by (inter alia) the Company of the Bank's facility letter (the "Facility Letter") dated 5 February 2002 (with schedules and standard conditions attached thereto and forming part thereof) together with any subsequent variations thereto or replacements thereof (including, without limitation, a restatement facility letter dated 6 November 2003) and all other documents listed under "Security" in the Facility Letter and all other documents for the time being constituting security or relating to security for the Indebtness or in enforcing payment whether against the Company or others together with interest to the date of repayment (as well after as before any judgment) at such rate or rates as any from time to time be stipulated by the Bank to the Company (the "Indebtness"). References to the Indebtness shall include not only the whole but any part thereof.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 05168401

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A THIRD PARTY FLOATING CHARGE DATED THE 9th SEPTEMBER 2005 AND CREATED BY STOW BEDFONT LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO HSBC BANK PLC 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 16th SEPTEMBER 2005.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 21st SEPTEMBER 2005 .

Handwritten signature: L. Ram



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES