

**Declaration that part of the property or undertaking charged (a) has been released from the charge; (b) no longer forms part of the company's property undertaking**

Please do not write in this margin

Pursuant to section 403(1)(b) of the Companies Act 1985

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

To the Registrar of Companies
(Address overleaf)

For official use Company number

05366060

Name of company

KELLEN ACQUISITIONS LIMITED (the "Company")

* insert full name of company

I, ANDREW PETER CHADD
of The Old Pheasantry, Woodcock Hill, Felbridge, Surrey, RH19 2RB
[a director] ~~[the secretary]~~ ~~[the administrator]~~ ~~[the administrative receiver]~~ of the above company,
do solemnly and sincerely declare that with respect to the charge described below the part of the property or undertaking described [has been released from the charge] ~~has ceased to form part of the company's property or undertaking~~ †

† delete as appropriate

‡ insert a description of the instrument(s) creating or evidencing the charge, eg 'Mortgage', 'Charge', 'Debenture' etc.

Date and description of charge: DEBENTURE DATED 7 APRIL 2005 (the "Debenture")

Date of registration: 12 APRIL 2005

Name and address of ~~charges~~ [trustee for the debenture holders]

CITICORP TRUSTEE COMPANY LIMITED

Short particulars of property or undertaking released or no longer part of the company's property or undertaking: PLEASE SEE CONTINUATION SHEET

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Declared at 2 MORE LONDON RIVERSIDE, SE1 2AP

Declarant to sign below

Day Month Year
on 10 01 2006

before me D. J. [signature]

A ~~Commissioner for Oaths or Notary Public or Justice of the Peace or~~ Solicitor having the powers conferred on a Commissioner for Oaths

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

FRESHFIELDS BRUCKHAUS
DERINGER
65 FLEET STREET, LONDON
ENGLAND
UNITED KINGDOM EC4Y 1HS
DX 23 LONDON/CHANCERY LANE

For official use
Mortgage section

Post room



LD2
COMPANIES HOUSE

L0956822

474
11/01/2006

Notes

The address of the Registrar of Companies is :-

The Registrar of Companies
Companies House
Crown Way
Cardiff
CF14 3UZ

Continuation Sheet to Form 403(b)
by
KELLEN ACQUISITIONS LIMITED

PARTICULARS OF THE RELEASED PROPERTY

All the ordinary and preference shares in the issued share capital of East Surrey Holdings plc held by, to the order or on behalf of the Company and all dividends, interest and other monies payable in respect of those shares and all other Related Rights (whether derived by way of redemption, bonus, preference, option, substitution, conversion or otherwise) relating to those shares.

Definition:

Related Rights means, in relation to any asset:

- (a) the proceeds of sale of any part of that asset;
- (b) subject to certain restrictions as set out in the Debenture, all rights under any licence, agreement for sale or agreement for lease in respect of that asset;
- (c) all rights, powers, benefits, claims, contracts, warranties, remedies, security, guarantees, indemnities or covenants for title in respect of that asset; and
- (d) any monies and proceeds paid or payable in respect of that asset.