

COMPANIES FORM No. 403b

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

ANDREW PETER

of The Old Reasonby, Woodcock Hill, Febridge, Surrey, RH192 RB

† delete as appropriate [a director] [XIVEXSEXPEXANY] [XIVEX AND COMPANY | MINEX AND COMPA do solemnly and sincerely declare that with respect to the charge described below the part of the TO TOTAL MANUSCRIPTION OF THE PROPERTY OF THE

t insert a description of the instrument(s) creating or evidencing the charge, eg 'Mortgage', 'Charge', 'Debenture' etc.

registration may be confirmed

undertaking no longer subject to

the charge

Sthe date of

from the certificate

ø insert brief details of property or Date and description of charges DEBENTURE DATED 7 APRIL 2005 (the "Debenture")

Date of registration § 12 APRIL 2005

Name and address of [changes] [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 ø 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, SEI 2AP

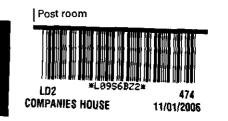
Declarant to sign below

Day Month Year before me

A Commissioner for Oaths or Notary Public or Justice of the Peace of 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



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Notes

The address of the Registrar of Companies is:-

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

Company Registration Number: 05366060

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 ple 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.