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COMPANIES FORM No. 395

004293/13

Particulars of a mortgage or charge

395

A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge.

CHFP025

Pursuant to section 395 of the Companies Act 1985

Please do not
write in
this margin

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

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

For official use

Company number

1117

05622821

Name of company

* MODUS ALPHA GENERAL PARTNER LIMITED

Date of creation of the charge

27 March 2006

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

Debenture (over shares)

Amount secured by the mortgage or charge

All monies, obligations and liabilities now or hereafter due, owing of incurred to The Governor and Company of the Bank of Ireland (the "Bank") when the same become due for payment or discharge whether by acceleration or otherwise (the "Debt"). The monies, obligations or liabilities which are due owing or incurred to the Bank may be (i) express or implied; (ii) present, future or contingent; (iii) joint or several; (iv) incurred as principal or under a guarantee or indemnity to the Bank; (v) originally owing to the Bank or purchased or otherwise acquired by it; (vi) denominated in sterling or in any other currency; or (vii) incurred on any banking or other account or in any other manner whatsoever.

The liabilities referred to above shall, without limitation, include (a) all liabilities arising under the debenture without limitation under clause 10.1 of the debenture; (b) all liabilities under or in connection with foreign exchange transactions, interest rate swaps and other arrangements entered into for the purpose of limiting exposure to fluctuations in interest or exchange rates; and (c) interest (both before and after

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

The Governor and Company of the Bank of Ireland
PO Box 27, Bristol (c/o Bristol and West Property Finance)

Postcode BS99 7AX

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

Salans
Millennium Bridge House
2 Lambeth Hill
London
EC4V 4AJ

Time critical reference
JD/RV/ZH/0105362.56

For official Use (02/00)
Mortgage Section

Post room



Short particulars of all the property mortgaged or charged

The following property and assets, both present and future, from time to time owned by the Company or in which the Company may have an interest by way of fixed charge all stocks, shares, bonds and securities of any kind whatsoever in (and from) Modus Alpha Nominees (No.1) Limited and Modus Alpha Nominees (No.2) Limited (the "Companies") and all other interests (including but not limited to loan capital) in the Companies, including all stocks, shares, rights, money or property accruing or offered at any time by way of conversion, redemption, bonus, rights, preference, option, capital reorganisation or otherwise in respect of any stocks, shares, bonds, securities or other interests.

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)

Signed Salars

Date 27 March 2006

On behalf of ^{mortgagee} ~~company~~ ~~XXXXXXXXXXXX~~ †

A fee 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 A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge. Cheques and Postal Orders must be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is: Companies House, Crown Way, Cardiff CF14 3UZ

CHFP025

**Particulars of a mortgage or charge
(continued)**

Please do not
write in this
binding margin

Continuation sheet No 1
to Form No 395 and 410 (Scot)

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

Company Number

05622821

Name of Company

MODUS ALPHA GENERAL PARTNER

Limited*

* delete if
inappropriate

Description of the instrument creating or evidencing the mortgage or charge (continued) (note 2)

judgement) to date of payment at such rates and upon such terms as may from time to time be agreed, commission, fees and other charges (including interest rate breakage costs) and all legal and other costs, charges and expenses (including any management charges of the Bank) on a full and unqualified indemnity basis which may be incurred by the Bank in relation to any of the Debt or any guarantee in respect of any part of the Debt or otherwise in respect of the Company or any guarantor of any part of the Debt.

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

Please do not
write in this
binding margin

Names, addresses and descriptions of the mortgagees or persons entitled to the charge (continued)

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

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

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 05622821

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE (OVER SHARES) DATED THE 27th MARCH 2006 AND CREATED BY MODUS ALPHA GENERAL PARTNER LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE GOVERNOR AND COMPANY OF THE BANK OF IRELAND 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 29th MARCH 2006.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 3rd APRIL 2006.

Pargell



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —