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CHFP041

COMPANIES FORM No. 395

395**Particulars of a mortgage or charge****A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge.**Please do not
write in
this marginPlease complete
legibly, preferably
in black type or
bold block
lettering* Insert full name
of company ✓

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number



5761822

Name of company

*OXYGEN FINANCE HOLDINGS LIMITED

Date of creation of the charge

✓ 1 AUGUST 2006

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

5 Debenture

Amount secured by the mortgage or charge

All liabilities and obligations whether due, owing or incurred now or in the future by the Company to General Capital Venture Finance Ltd ("General Capital") of any kind whether or not immediately payable, whether or not certain or contingent, whether sold or joint as principal or as surety and including, without limitation, interest, commission, costs, charges and expenses charged by General Capital.

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

General Capital Venture Finance ~~Ltd~~ LIMITED
16 Lower Brook Street, Ipswich, Suffolk

Postcode IP4 1AP

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

Ashton Graham
Waterfront House
Wherry Quay
Ipswich IP4 1AS
DX 3221 Ipswich

For official use (02/2006)
Mortgage Section

Post room

A11
COMPANIES HOUSE

15/08/2006

Time critical reference

Short particulars of all the property mortgaged or charged

Legal mortgage of all freehold and leasehold land now vested in the Company including (without limitation) any buildings and fixtures on land and the benefit of any covenants or right owed to any person or enforceable by them by virtue of the ownership, possession or occupation of land; fixed equitable charge on all freehold and leasehold land which the Company acquires in the future; separate fixed charges on:-

- a) all goodwill and uncalled capital of the Company, present or future;
- b) all the right, title and interest of the Company, now or in the future, in any stocks, shares, debentures, loan stocks, instruments creating or acknowledging any debt, or other securities issued by any person (whether or not marketable, including, without limitation, all rights and benefits arising and all money payable in respect of or in substitution or exchange or of them, whether by way of conversion, redemption, preference, bonus, option, dividend, interest or otherwise;
- c) all the rights, title and interest of the Company, now or in the future, in or under any policy of insurance or assurance or to the proceeds thereof;

Please do not write in this margin

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

A fee is payable to Companies House in respect of each register entry for a mortgage or charge. (See Note 5)

†Delete as appropriate

Particulars as to commission allowance or discount (note 3)

Signed

Date

4/8/06

On behalf of ~~company~~ [mortgagee/chargee] †

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 are to be made payable to **Companies House**.
6. The address of the Registrar of Companies is:- Companies House, Crown Way, Cardiff CF4 3UZ.

Please do not
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Particulars of a mortgage or charge (continued)

Continuation sheet No 1
to Forms Nos 395 and 410 (Scot)

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

Company number

5761822

*Delete if
inappropriate

Name of company

OXYGEN FINANCE HOLDINGS

Limited*

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

- d) all the right, title and interest of the Company, now or in the future, in or to any registered in or to any registered intellectual property rights in any territory, including, without limitation, patents, trade marks, service marks, registered designs, and any similar rights in any territory and any application or right to apply for any of the above, any invention, copy right, design right or performance right, any trade secret, know-how and confidential information, the benefit of any agreement or licence for the use (by the Company or any other person) of any such rights;
- e) all book and other debts now or in the future owing to the Company (whether alone or jointly with any other person), whether payable and whether liquidated or unliquidated, certain or contingent, including, without limitation, credit balances on any account at any bank or financial institution other than General Capital, and together with all cheques, bills of exchange, negotiable instruments, credits and securities at any time given in relation to, or to secure payment of, any such debt but excluding any asset or right effectively charged by way of fixed charge under any other provision of clause 3 of the Debenture;
- f) any sum payable to the Company (and any right to recover such a sum) by way of rent, service charge or otherwise under any Lease of freehold or leasehold land, or as mesne profits, licence fee or otherwise howsoever for the use or occupation of or trespass upon any leasehold or freehold land, or any other income arising from any freehold or leasehold land and by way of rent or otherwise for or in connection with the possession or use of or in respect of any trespass to or conversion of any chattel except insofar as the same is effectively charged by way of fixed charge by clause 3 of the Debenture;
- g) all the rights of the Company, now or in the future, arising out of or in connection with any agreement for the acquisition of any property (real or personal) by the Company (except to the extent that such rights amount to an interest in land effectively charged by way of legal mortgage or fixed charge by clause 3 of the Debenture) including, without limitation, any option to acquire property; or for the hire, hire purchase, lease or loan of any property (real or personal) to the Company (except that is provided for above);
- h) all rights, claims or obligations of any kind whatsoever now or at any time owed to the Company capable of being satisfied by the payment of money, which are not effectively charged by way of fixed charge by any other provision of the Debenture;
- i) all plants, machinery or equipment of the Company of any kind (including, without limitation, all cables, pipes, switchgear, heating, lighting, electrical, water and gas apparatus) which is not a fixture, as defined in the Debenture, but is now or at any time directly or indirectly attached by any means and for any purpose to any land or building, whether or not it is removable or intended to form part of the land or building;

Amount due or owing on the mortgage or charge (continued)

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Particulars of a mortgage or charge (continued)

Continuation sheet No 2
to Forms Nos 395 and 410 (Scot)

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Company number

5761822

*Delete if
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Name of company

OXYGEN FINANCE HOLDINGS

Limited*

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

j) all plant, machinery, equipment and motor vehicles now or at any time owned by the Company as a capital asset which is not Fixed, Plant, Equipment, as defined in the Debenture, including, without limitation, any moulds, packings, tools (other than hand tools and consumable tooling), dies and jigs;

By way of first floating charge all the undertaking, property, assets, rights and revenues of the Company whatsoever, and wheresoever, present or future which are not for any reason effectively charged by the Debenture by way of fixed charge or mortgage including, without limitation, any heritable property of the Company situated in Scotland.

Amount due or owing on the mortgage or charge (continued)

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FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 05761822

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 1st AUGUST 2006 AND CREATED BY OXYGEN FINANCE HOLDINGS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO GENERAL CAPITAL VENTURE FINANCE LIMITED ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 15th AUGUST 2006.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 17th AUGUST 2006.

OR



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES