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COMPANIES FORM No. 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.

Pursuant to section 395 of the Companies Act 1985

395

CHWP000

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

1		
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5768571

Name of company

* insert full name of Company

* BFA HOLDINGS LIMITED

Date of creation of the charge

18 January 2007

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

Loan Stock Instrument

Amount secured by the mortgage or charge

£300,000

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

St Helen's Private Equity Plc

15 St Helen's Place

London

Postcode EC3A 6DE

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

mhlaw
Warnford Court, 29 Throgmorton
Street, London EC2N 2AT

Time critical reference

For official Use (02/06)
Mortgage Section

Post room



PHFF5005

PMO

06/02/07 163
COMPANIES HOUSE

Short particulars of all the property mortgaged or charged

First floating charge on all the company's present and future undertakings and assets, whatever and wherever including (without limitation) the uncalled capital for the time being of the Company and all other property and assets.

495

The charge creates a covenant that (save in respect of any additional stock created pursuant to clause 9 of the Loan Stock Instrument which may rank pari passu with this Loan Stock) it will not, whilst any part of the principal moneys, interest or other moneys are outstanding to the stockholders, create any charge ranking in priority to, or pari passu with, the charge created by the Loan Stock Instrument.

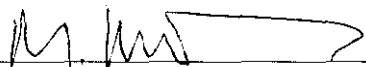
Please do not write in this margin

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

Particulars as to commission allowance or discount (note 3)

Nil

Signed



Date 25 January 2007

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

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 are to be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is: Companies House, Crown Way, Cardiff CF14 3UZ

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 05768571

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LOAN STOCK INSTRUMENT DATED THE 18th JANUARY 2007 AND CREATED BY BFA HOLDINGS LIMITED FOR SECURING £300,000 DUE OR TO BECOME DUE FROM THE COMPANY TO ST HELENS PRIVATE EQUITY PLC WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 6th FEBRUARY 2007.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 19th FEBRUARY 2007.



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES