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

*insert full name
of Company

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

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

For official use

Company number

2111

05985430

Name of company

* Wealdfrost Limited (the "Company")

Date of creation of the charge

23rd August 2007

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

Debenture

Amount secured by the mortgage or charge

All monies and liabilities now or at any time in the future due, occurring
or incurred by the Company to Investec Bank (UK) Limited (the "Bank") on
any account, whether actual or contingent and whether as principal or
surety, together with all interest, charges, costs and expenses, (the
"Secured Liabilities")

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

INVESTEC BANK (UK) LIMITED,
2 Gresham Street, London

Postcode EC2V 7QP

Presentor's name address and
reference (if any)

Eversheds LLP
1 Callaghan Square
Cardiff
CF10 5BT

5/CSB/HE/D0559

Time critical reference

For official Use (06/2005)
Mortgage Section

Post room

WEDNESDAY



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05/09/2007

COMPANIES HOUSE

535

Short particulars of all the property mortgaged or charged

- 1 The Company with full title guarantee and as a continuing security for the Secured Liabilities charges -
- 1 1 By way of legal mortgage, any freehold or leasehold property or other immovable property now vested in the Company together with all buildings, trade and other fixtures, fixed plant and machinery of the Company from time to time thereon and the proceeds of sale thereof;
- 1 2 By way of fixed charge
- 1.2 1 all other freehold or leasehold and other immovable property now or in the future belonging to or charged to the Company together with all buildings, trade and other fixtures, fixed plant and machinery of the Company from time to time thereon and the proceeds of sale thereof,

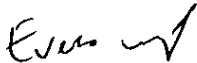
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legibly, preferably
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bold block
lettering**

Particulars as to commission allowance or discount (note 3)

Nil

Signed



Date

4/4/07

On behalf of ~~XXXXXXXX~~ (mortgagee) ~~XXXXXXXX~~ †

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

Notes

† delete as
appropriate

- 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 situated 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

Name of company

*insert full name
of Company

* Wealdfrost Limited (the "Company")

Addendum 1/4

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

Addendum 2/4

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

Addendum 3/4

3 Names, addresses and description of the mortgages or persons entitled to the charge (continued)

Addendum 4/4

4 Short particulars of all the property mortgaged or charged (continued)

- 1.2 2 all plant and machinery, computers, office and other equipment, now or in future belonging to the Company and the benefit of any warranties or maintenance contracts for any of the same,
- 1 2.3 all book debts and other debts now or in the future due or owing to the Company,
- 1 2 4 all stocks, shares, bonds and other securities now or in the future belonging to the Company together with all dividends and other rights deriving therefrom,
- 1 2 5 the goodwill of the Company and its uncalled capital for the time being; and
- 1 2 6 the benefit of any licenses and all patents, patent applications, inventions, trade marks, service marks, designs, trade names, copyright, know how and other intellectual property rights and all fees, royalties and other rights of every kind deriving therefrom now or in the future belonging to the Company
- 1 3 By way of floating charge, the whole of the Company's undertaking and all its property and assets whatsoever and wheresoever present and future other than the property and assets from time to time effectively charged to the Bank by way of legal mortgage or fixed charge by the Debenture
- NB The Company shall not without the prior written consent of the Bank create or permit to subsist any mortgage, charge, pledge, lien (other than in favour of the Bank) or other security interest on any of its assets other than the Debenture

Company number

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Name of company

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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 05985430

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 23rd AUGUST 2007 AND CREATED BY WEALDFROST LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO INVESTEC BANK (UK) LIMITED ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 5th SEPTEMBER 2007

GIVEN AT COMPANIES HOUSE, CARDIFF THE 10th SEPTEMBER 2007

P. U



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —