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

*insert full name
of Company

COMPANIES FORM No. 395

401019/13

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.

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number

[] [] [] [] [] []

6493552

Name of company

* Crossco (1084) Limited (in the course of changing its name to The New
Swan Holding Company Limited) (the "Company")

Date of creation of the charge

29 February 2008

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

Debenture (the "Debenture")

Amount secured by the mortgage or charge

1 All the Company's obligations and liabilities to the Noteholders of any
kind in respect of the Loan Notes (whether present or future, actual or
contingent),

2 the Expenses; and

3 Interest on any amount payable under clause 2 above from the date of
demand,

(together the "Obligations")

(All definitions are given at Addendum 3 of 4 on the Continuation Sheet)

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

Downing Corporate Finance Limited, whose registered office is at Kings
Scholars House, 230 Vauxhall Bridge Road, London (the "Mortgagee")

Postcode SW1V 1AU

Presentor's name address and
reference (if any)

Dickinson Dees LLP
St Ann's Wharf
112 Quayside
Newcastle upon Tyne
NE99 1SB

DOW/51/15

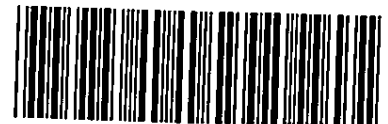
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Time critical reference

For official Use (06/2005)
Mortgage Section

Post room

SATURDAY



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A37

08/03/2008

COMPANIES HOUSE

310

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Short particulars of all the property mortgaged or charged

As a continuing security for the discharge and payment of the Obligations and with full title guarantee, the Company charges to the Mortgagee -

1 by way of assignment the benefit of all covenants, rights, claims and guarantees relating to the Company's present and future Property or that Property's construction, use or title and the benefits of all easements serving or relating to such property, subject to reassignment on redemption,

2 by way of fixed charge -

2.1 all estates and interests in any Property now and in the future vested in or charged to the Company,

2.2 all rights and interests in and claims under all policies of insurance and assurance now or in the future held, to be held or insuring to the Company's benefit and all rights and claims to which the Company is now or may in the future be entitled under any contracts,

(Continued at Addendum 4 of 4 on the Continuation Sheet)

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 Adrian Rees CCI

Date 7/3/08

On behalf of ~~XXXXXX~~ [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 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* Crossco (1084) Limited (in the course of changing its name to The New
Swan Holding Company 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)

In this Form 395 the following words have the following meanings:-

"Administrator" an administrator appointed under the Insolvency Act 1986,

"Encumbrance" includes any mortgage, charge (fixed or floating), pledge, lien and any other arrangement or interest (whether by way of assignment, trust, title retention or otherwise) which has the effect of creating security or payment priority;

"Expenses" (a) all expenses (on a full indemnity basis) incurred by an Administrator of the Company in carrying out his statutory functions and that Administrator's remuneration, and (b) all expenses (on a full indemnity basis) including legal and valuation fees, from time to time paid or incurred by the Mortgagee or any Receiver at any time in connection with the Charged Property or the Obligations or in taking, perfecting or enforcing the Debenture or in exercising any right or power under the Debenture or otherwise together with VAT upon such expenses where appropriate and Interest from the date they are incurred;

"Interest" interest at the rate of ten per cent (10%) per annum,

"Lease" any letting, underlease or sub-lease and any tenancy, licence or other agreement for possession or occupation,

"Loan Notes"

(a) the £1,000,000 6.8% Secured A Loan Notes 2009, and

(b) the £1,000,000 7.7% Secured B Loan Notes 2009.

"Noteholders" the registered holders for the time being of the Loan Notes,

"Property" any freehold and/or leasehold land and buildings from time to time owned or occupied by the Company;

"Receiver" any person appointed as receiver, administrative receiver, manager or receiver and manager, and

"VAT" value added tax or any other tax on added value or on turnover for the time being in force

Name of company

*insert full name
of Company* Crossco (1084) Limited (in the course of changing its name to The New
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Addendum 4/4

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

2 3 all the plant, machinery, fixtures, fittings, vehicles, computers and equipment now and in the future belonging to the Company and assigns to the Mortgagee all right, title and interest of the Company under any agreements (present or future) relating to the purchase, lease or hire purchase of the same, subject to reassignment on redemption,

2 4 all the goodwill and uncalled capital of the Company present and future,

2.5 all shares, stock and other securities (whether certificated or uncertificated, represented as units or balance in an account within any clearing or settlement system) now and in the future belonging to the Company,

2 6 all intellectual property rights now and in the future belonging to the Company,

2 7 all present and future bank accounts, cash at bank and credit balances of the Company with the Mortgagee, any bank or any other person and all rights relating to or attaching to them, and

3 by way of floating charge all the undertaking and all property, assets and rights of the Company present and future wherever situate not from time to time subject to a mortgage, fixed charge or assignment under the Debenture,
(together the "Charged Property")

NB The Debenture contains a restriction whereby the Company will not without the Mortgagee's prior written consent -

(a) create or permit to arise or continue any Encumbrance affecting the Charged Property or increase or extend any liability of the Company secured on any of the Charged Property,

(b) dispose of the Charged Property charged by clauses 1 to 2.7 above inclusive or, following crystallisation of the floating charge created by clause 3 above, the Charged Property charged by clause 3 above,

(c) dispose of the Charged Property charged by clause 3 above other than in the ordinary course of, and for the purposes of, carrying on its business while the floating charge remains uncrystallised; or

(d) grant or accept a surrender of any Lease, or part with or share possession or occupation of, its Property nor vary any Lease or reduce any sum payable under any such Lease nor enter into any onerous or restrictive obligations affecting its Property

Company number

6493552

Name of company

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Swan Holding Company Limited) (the "Company")



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

**COMPANY NO. 6493552
CHARGE NO. 1**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A DEBENTURE DATED 29
FEBRUARY 2008 AND CREATED BY THE NEW SWAN HOLDING
COMPANY LIMITED FOR SECURING ALL MONIES DUE OR TO
BECOME DUE FROM THE COMPANY FORMERLY KNOWN AS
CROSSCO (1084) LIMITED TO THE NOTEHOLDERS 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 8 MARCH 2008

GIVEN AT COMPANIES HOUSE, CARDIFF THE 15 MARCH 2008



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES