

**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

[6][ ][ ][ ][ ][ ]

01725219

Name of company

\* Whitehead Mann Group Limited (the "Pledgor")

Date of creation of the charge

19 February 2007

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

Share Pledge Agreement dated 19 February 2007 made between the Pledgor and the Pledgee (as defined below) (the "Pledge Agreement").

Amount secured by the mortgage or charge

All present and future rights and claims (*Anspruche*) (whether or not contingent or limited in time) (i) of the Pledgee against the Pledgor and any other party to the business finance agreement (the "Business Finance Agreement") entered into on 13 September 2006 between, inter alia, the Pledgee and Palladian Investments Limited (as amended and re-stated from time to time) arising out of or in connection with the Business Finance Agreement even if altered or amended by the parties to the Business Finance Agreement after execution of the Pledge Agreement; and

(ii) of the Pledgee (as defined below) against the Pledgor arising out of or in connection with the Pledge Agreement.

(the "Secured Claims")

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

GE Commercial Finance limited whose registered office is at Enterprise House, Bancroft Road, Reigate, Surrey (the "Pledgee").

Postcode RH2 7RT

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

Wragge & Co LLP  
55 Colmore Row  
Birmingham  
B32AS

For official Use (06/2005)

Mortgage Section

Post room

FRIDAY



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A45

02/03/2007

399

COMPANIES HOUSE

Time critical reference

8448600

Short particulars of all the property mortgaged or charged

1. The Pledgor hereby pledges the Shares to Pledgee as security for all Secured Claims.
2. The Pledgor undertakes – unless expressly permitted by the Pledgee in the written form - not to sell, transfer, terminate or in other way dispose of the whole or a part of the Shares or any interest therein.

Definitions

“Company” means Whitehead Mann GmbH, Frankfurt am Main, Germany, registered in the Commercial Register of the Local Court of Frankfurt am Main under registration number HRB 53579; and

“Shares” means the shares held by the Pledgor in Company (*Geschäftsanteile*) and all related rights (as more particularly set out in Clause 2.2 of the Pledged Agreement) and all future shares that the Pledgor shall acquire in Company after conclusion of the Agreement together with all ancillary rights and claims.

Please do not write in this margin

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

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Particulars as to commission allowance or discount (note 3)

Nil

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

Signed                     

Date 1 March 2007

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

† 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

FILE COPY



## CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 01725219

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A SHARE PLEDGE AGREEMENT DATED THE 19th FEBRUARY 2007 AND CREATED BY WHITEHEAD MANN GROUP LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO GE COMMERCIAL FINANCE LIMITED (THE PLEDGEE) AND ANY OTHER PARTY 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 2nd MARCH 2007.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 6th MARCH 2007.

*PDW*



*Companies House*

— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES