

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.

395

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number

[5] [1] [1]

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)

Pledge of a Securities Account Agreement dated 19 February 2007 between the Pledgor and the Pledgee (as defined below) (the "Pledge").

Amount secured by the mortgage or charge

All claims and rights which the Pledgee has or may have against Palladian Investments Limited and Whitehead Mann Limited arising out of or in relation to the loan facilities made available under the business finance agreement (the "Business Finance Agreement") entered into on 13 September 2006 as amended and restated from time to time, and whether owed jointly or severally or in any other capacity whatsoever, for any amount in principal plus interest, late interest, commissions, fees and incidentals, including all costs and expenses incurred by or on behalf of the Pledgee in connection with the enforcement of the Pledge (the "Secured Obligations").

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

1939387/EXS3

Time critical reference

For official Use (06/2005)
Mortgage Section

Post room



A3SM2NIY

A45

02/03/2007

400

COMPANIES HOUSE

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CHFP025

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write in
this margin

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

*insert full name
of Company

Short particulars of all the property mortgaged or charged

As securities for the prompt payment in full when due and the performance of the Secured Obligations, the Pledgor hereby agrees to pledge and will pledge, the Securities Account in favor of the Pledgee, which at the date hereof consists of the 2112 shares of EUR 60 par value each held by the Pledgor in the share capital of the Company (as defined below), representing 100% of the Pledgor's shares in the Company and 99.76% of the Company's total share capital (the "Pledged Securities").

Negative Pledge

Unless otherwise permitted in the Business Finance Agreement, the Pledgor shall not sell, redeem nor substitute in any manner whatsoever (including by way of contribution), nor create any additional charge, interest or restriction whatsoever over the Pledged Securities, without the Pledgee's prior written consent.

Definitions

"Company" means Whitehead Mann SAS, a societe par actions simplifiee, incorporated under French laws, with a share capital of EUR 127,020 and whose registered office is at 52 rue de Bassano, 75008 Paris (France), registered under number 431 960 319 at the Companies and Trade Registry of Paris; and

"Securities Account" means the securities account (compte d'instruments financiers) opened in the books of the Company in the Pledgor's name and on which the Pledged Securities are recorded.

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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

Wragge - G LLP

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 PLEDGE OF A SECURITIES ACCOUNT AGREEMENT DATED THE 19th FEBRUARY 2007 AND CREATED BY WHITEHEAD MANN GROUP LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM PALLADIAN INVESTMENTS LIMITED AND WHITEHEAD MANN LIMITED TO GE COMMERCIAL FINANCE LIMITED (THE PLEDGEE) 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