

M

CHFP025

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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

13

05944758

Name of company

* Mucho Mas Limited (the "Company")

Date of creation of the charge

10 March 2008

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

Debenture creating a Floating Charge (the "Deed")

Amount secured by the mortgage or charge

All or any money obligations and liabilities whether actual or contingent, whether owed jointly or severally or as principal debtor, surety or otherwise which are now or at any time hereafter (whether before or at any time after demand) due or become due in any manner by the Company to the Loan Noteholders pursuant to or otherwise in connection with the Loan Notes for which the Company may for any reason be or become liable to the Loan Noteholders including all such liabilities or obligations of the Company to the Loan Noteholders hereunder (the "Secured Obligations").

For definitions see the continuation sheet 1

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

Venrex General Partner Limited (CRN SC306646) (the "Security Trustee")
Johnstone House, 52-54 Rose Street, Aberdeen
Scotland

Postcode AB10 1UD

Presentor's name address and
reference (if any)

McGrigors LLP
5 Old Bailey
London
EC4M 7BA

FAO Sophie Dixon/00005R 002631

Time critical reference

For official Use (06/20
Mortgage Section

DEED
REC'D



PMO 27/3/08 458
COMPANIES HOUSE
LD6 19/03/2008 127
COMPANIES HOUSE

Short particulars of all the property mortgaged or charged

By way of floating charge, as a continuing security for the payment and discharge of all the Secured Obligations, the Company, with full title guarantee (subject to the Existing Charges), hereby charges the Secured Property in favour of the Security Trustee on behalf of the Secured Parties

NOTES

1. The Deed provides that the Company shall not without the Loan Noteholder's prior written consent, create or permit to subsist any encumbrance or Security Interest affecting the Secured Property (other than pursuant to the Existing Charges and the Security Interest created by the Deed).
2. The Deed provides that the Company shall not, without the prior written consent of the Loan Noteholders, dispose of the Secured Property other than in the ordinary course of business

Particulars as to commission allowance or discount (note 3)

Signed

Martin Finlayson
on behalf of M. Prigors Ltd

Date

18/3/2008

On behalf of ~~XXXXXXXXXXXXXXXXXXXX~~ [chargee] †

Please do not write in this margin

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

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**

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**Particulars of a mortgage or charge
(continued)**

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Continuation sheet No 1
to Form No 395 and 410 (Scot)

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

Company Number

05944758

Name of Company

Mucho Mas

Limited*

* delete if
inappropriate

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

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

Please do not
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Names, addresses and descriptions of the mortgagees or persons entitled to the charge (continued)

*Please complete
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bold block lettering*

3. The Deed contains or incorporates in it the following definitions

Existing Charges means the debenture dated 15 May 2007 and the legal mortgage dated 20 July 2007 from the Company in favour of HSBC Bank plc

Loan Note Instrument means the Loan Note Instrument of the Company dated the same date as the Deed constituting the Loan Notes as the same may hereafter be varied, amended or supplemented

Loan Notes means the £1,100,000 zero coupon secured convertible loan notes 2010 issued in the manner and upon the terms set out in the Loan Note Instrument as the same may hereafter be varied, amended or supplemented.

Loan Noteholders means the registered holders of the Loan Notes from time to time in accordance with the Loan Note Instrument

Secured Parties means a Loan Noteholder.

Secured Property means all or any part of or interest in the undertakings, property, rights and assets of the Company which now or at any time hereafter are or are expressed to be the subject of a Security Interest created or purported to be created by or pursuant to the Deed including without limitation, any goodwill and unpaid share capital of the Company.

Security Interest includes a mortgage, pledge, lien, retention of title arrangement (other than in respect of goods purchased in the ordinary course of business), hypothecation, encumbrance or security interest of any kind, or any agreement or arrangement having substantially the same economic or financial effect as any of the foregoing.

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CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

**COMPANY NO. 5944758
CHARGE NO. 3**

**THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A DEBENTURE DATED 10 MARCH
2008 AND CREATED BY MUCHO MAS LTD FOR SECURING ALL
MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO
THE LOAN NOTE HOLDERS 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 27 MARCH
2008**

GIVEN AT COMPANIES HOUSE, CARDIFF THE 1 APRIL 2008

Handwritten signature



Companies House
— for the record —



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**