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COMPANIES FORM No. 395

00400107/13

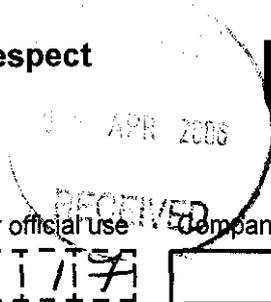
Particulars of a mortgage or charge

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



00103844

Name of company

* Asprey Holdings Limited (the "Chargor")

Date of creation of the charge

16 March 2006

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

A senior promissory note dated 16 March 2006 between Asprey International Limited (the "Issuer"), each of the Subsidiaries and each of the Payees (the "Senior Note"). Defined terms are contained in Schedule 2.

Amount secured by the mortgage or charge

The obligations of the Chargor under the Senior Note (the "Obligations").

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

See Schedule 1

Postcode

CH London Couriers
Presenter's name address and reference (if any):

Clifford Chance LLP
10 Upper Bank Street
London
E14 5JJ

For official Use (06/2005)
Mortgage Section

Post room



Time critical reference
PXW/70-40019261/DJS

Short particulars of all the property mortgaged or charged

As security for the Obligations under the Senior Note, the Issuer and each Subsidiary pledged and created in favour of the Payees a security interest in all the Collateral.

The Senior Note contains covenants for further assurance and a negative pledge.

Defined terms are contained in Schedule 2.

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)

None

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

Signed Clyford Chance

Date 5/4/06

On behalf of ~~XXXXXXXXXXXXXXXXXX~~ [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

SCHEDULE 1 TO FORM 395 RE SENIOR NOTE - ASPREY HOLDINGS LIMITED

- (1) **PLAINFIELD SPECIAL SITUATIONS MASTER FUND LIMITED** of: c/o Plainfield Asset Management LLC, Attn: Niv Harizman and Thomas X. Fritsch, Esq., 55 Railroad Avenue, 3rd Floor, Greenwich, CT 06830
- (2) **FLEMING HOLDINGS LIMITED** of: c/o Sciens Capital Management, LLC, Attn: Manager, 667 Madison Avenue, New York, NY 10021
- (3) **JOHN RIGAS** of: c/o Sciens Capital Management, LLC, Attn: Manager, 667 Madison Avenue, New York, NY 10021
- (4) **DANIEL STANDEN** of: c/o Sciens Capital Management, LLC, Attn: Manager, 667 Madison Avenue, New York, NY 10021

SCHEDULE 2 TO FORM 395 RE SENIOR NOTE - ASPREY HOLDINGS LIMITED

"**Collateral**" means collectively, the following properties, assets and rights of the Issuer and of each Subsidiary, wherever located, whether now owned or hereafter acquired or arising, and all proceeds and products thereof: all assets, personal property and fixtures of every kind and nature including without limitation all of the following categories of assets as defined in the Uniform Commercial Code adopted within the state of New York: all goods (including inventory, equipment and any accessions thereto), all instruments (including promissory notes), all documents, all accounts, all chattel paper (whether tangible or electronic), all deposit accounts (and any and all monies, securities and other property of the Issuer and each Subsidiary, and the proceeds thereof now or hereafter held or received by or in transit to any of the Payees from the Issuer or any Subsidiary, whether for safekeeping, custody, pledge, transmission, collection or otherwise), all letter of credit rights (whether or not the letter of credit is evidenced by a writing), all commercial tort claims, all securities and all other investment property, all supporting obligations, any and all other contract rights or rights to the payment of money, all insurance claims and proceeds, all tort claims, and all general intangibles including, without limitation, all payment intangibles, all patents, all patent applications, all trademarks, all trademark applications, all trade names, all copyrights, all copyright applications, all software, all engineering drawings, all service marks, all customer lists, all goodwill, and all licenses, permits, agreements of any kind or nature pursuant to which the Issuer or any Subsidiary possesses, uses or has authority to possess or use property (whether tangible or intangible) of others or others possess, use or have authority to possess or use property (whether tangible or intangible) of the Issuer or any Subsidiary, and all recorded data of any kind or nature, regardless of the medium of recording including, without limitation, all software, all writings, all plans, all specifications and all schematics and all proceeds and products of the foregoing.

"**Payees**" means each of the entities and persons listed in Schedule 1 of this Form 395.

"**Subsidiary**" or "**Subsidiaries**" shall mean any corporation or corporations of which the Issuer alone, or the Issuer and/or one or more of its Subsidiaries, owns, directly or indirectly, at least a majority of the securities having ordinary voting power for the election of directors.

FILE COPY



**CERTIFICATE OF THE REGISTRATION
OF A MORTGAGE OR CHARGE**

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

COMPANY No. 00103844

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A SENIOR PROMISSORY NOTE DATED THE 16th MARCH 2006 AND CREATED BY ASPREY HOLDINGS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY 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 5th APRIL 2006.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 11th APRIL 2006.

*Lc
Daw*



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES