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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 £10 (£13 for forms delivered on or after 1 February 2005) 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

1 6

01707316

Name of company

* METALFIN (UK) LIMITED

Date of creation of the charge

2 AUGUST 2006

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

DEBENTURE

Amount secured by the mortgage or charge

All moneys and liabilities whether certain or contingent which are from time to time due, owing or payable (or expressed to be due, owing or payable) by the Borrower to the Security Trustee or the Lenders of any of them, on any account whatsoever, including debts of the Borrower which any Lender purchases or otherwise acquires (and whether alone or jointly with any other person) in whatever style or name and whether as principal or surety together with the Expenses on a full and unqualified indemnity basis and all interest which the Security Trustee or any Lender may charge or incur in relation to the Borrower or this Deed.

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

FORTIS BANK S.A./NV., CAMOMILE COURT, 23 CAMOMILE STREET, LONDON

Postcode EC3A 7PP

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

Paul Davidson Taylor (Ref: DAS)
Chancery Crt, Queen St.,
Horsham, West Sussex RH13 5AD

Time critical reference

For official Use (02/00)

Mortgage Section



Short particulars of all the property mortgaged or charged

1. By way of first legal mortgage:
- (i) all those Assets (if any) described in the Schedule and the proceeds of sale thereof; and
 - (ii) all estates or interests in any freehold or leasehold property (except those Assets described in the Schedule) now or hereafter belonging to the Borrower and the proceeds of sale thereof;
2. By way of first fixed charge, to the extent that they are not the subject of a mortgage, the Borrower's interest in:-
- (i) all estates or interests of the Borrower in any freehold and leasehold properties;
 - (ii) all other immovable properties (if any) of the Borrower (both present and future) regardless of their location;
 - (iii) all liens, charges, options, agreements, rights and interests over land (both present and future) and all buildings and fixtures (including trade fixtures) thereon:-
3. (i) by way of first fixed charge, all plant and machinery, fittings, equipment, implements, utensils, furniture, furnishings, chattels and/or other equipment more particularly described in the Schedule; and (ii) by way of first fixed charge, all plant and machinery, fittings, equipment, implements, utensils, furniture, furnishings, chattels and/or other equipment from time to time on the freehold or leasehold property of the Borrower and any plant, machinery, implements, fittings, equipment in which the
- /continued

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Particulars as to commission allowance or discount (note 3)

Signed Paul Davidson Taylor Date 2 August 2006

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

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

Notes

† delete as
appropriate

- 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 £10 (£13 for forms delivered on or after 1 February 2005) is payable to Companies House in respect of each register entry for a mortgage or charge. Cheques and Postal Orders are to 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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COMPANIES FORM No. 395 (Cont.) AND FORM No. 410 (Scot)(Cont.)

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

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

*Please complete
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* delete if
inappropriate

Company number

01707316

Name of company

METALFIN (UK) LIMITED

Limited *

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

Amount due or owing on the mortgage or charge (continued)

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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*

Borrower is legally, beneficially or otherwise interested and the full benefit of all warranties and maintenance contracts for any of the same;

4. By way of first fixed charge, the Book Debts;
5. By way of first fixed charge all monies standing to the credit of the Collection Account;
6. By way of first fixed charge the Client Account and all Non-vesting Debts;
7. By way of first fixed charge, the Investments (both present and future);
8. By way of first fixed charge, the uncalled capital of the Borrower (both present and future);
9. By way of first fixed charge, the Intellectual Property (both present and future) and the benefit of all licences and sub-licences (both present and future) of Intellectual Property granted either by or to it;
10. By way of first fixed charge, all its rights under, or in connection with, licences held from time to time in connection with the business of the Borrower or the Charged Assets (but excluding any such licence which requires the consent of the licensor for the creation of this security and in respect of which such consent has not been obtained) and the right to recover and receive all compensation which might be payable to the Borrower in respect of such licences;
11. By way of first fixed charge, any beneficial interest, claim or entitlement of the Borrower in any pension scheme; and
12. By way of floating charge, the Assets including (without prejudice to the generality of the foregoing), if and so far as the mortgages or charges thereon shall not be, or shall for any reason be ineffective as, mortgages or fixed charges.

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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. 01707316

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 2nd AUGUST 2006 AND CREATED BY METALFIN (UK) LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO FORTIS BANK S.A./NV OR THE LENDERS OR ANY OF THEM ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 3rd AUGUST 2006.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 9th AUGUST 2006.



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES