

M

Particulars of a mortgage or charge

CHWP000

Please do not
write in
this marginPlease complete
legibly, preferably
in black type, or
bold block lettering* insert full name
of Company

A fee of £10 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

2

2558025

Name of company

* Eagle Star ISA Manager Limited

Date of creation of the charge

24/1/2005

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

A Deed of Admission to
An Omnibus Letter of Set-Off (OLSO) dated 28/6/2004 (the "Letter")

Amount secured by the mortgage or charge

All or any of the present and future liabilities to Lloyds TSB Bank plc ("the Bank") of the
companies below ("the Companies") or any of them on certain specific sterling current
accounts listed in the Letter:

(List of companies party to the OLSO)

Threadneedle Asset Management Holdings Limited
Threadneedle Investment Services Limited
Threadneedle Asset Management Limited
Eagle Star ISA Manager Limited
Eagle Star Unit Managers Limited
MM Asset Management Limited
Threadneedle International Limited
Threadneedle Portfolio Services Limited
Threadneedle Property Investments Limited

Company Number

3554212
3701768
573204
2558025
1921082
3834095
2283244
285988
1497014

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

Lloyds TSB Bank plc
25 Gresham Street
London

30-00-02

Postcode EC2V 7HN

Presentor's name address and
reference (if any): SBR/18613

Lloyds TSB Bank plc
City Office
P.O. Box 72, Bailey Drive
Gillingham Business Park
Kent ME8 0LS

For official Use
Mortgage Section

Post room

Time critical reference

A04
COMPANIES HOUSE0181
25/01/05

Any sum or sums for the time being standing to the credit of any one or more of any present or future sterling current accounts of the Companies listed in the Letter or any of them with the Bank.

Please do not write in this margin

NOTE: By Clause 5 of the Letter, the Companies agreed that none of them would (without the prior written consent of the Bank) assign, mortgage, charge or otherwise confer upon any third party any right, title or interest in or to all or any of the Sterling current accounts listed in or referred to in the Letter for the time being of the Companies with the Bank or any sum or sums standing to the credit of any one or more of such accounts, or otherwise dispose of any credit balance on any one or more of such accounts, or agree to do any such thing, or allow any such third party right, title or interest to subsist (except in each case in favour of, or upon, the Bank).

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

Particulars as to commission allowance or discount (note 3)

NIL

Signed

Date

24/1/2005

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

A fee of £10 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 Cheques and Postal Orders are to be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is:-

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 02558025

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEED OF ADMISSION TO AN OMNIBUS LETTER OF SET-OFF DATED 28TH JULY 2004 AND DATED THE 24th JANUARY 2005 AND CREATED BY EAGLE STAR ISA MANAGER LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY AND/OR ALL OR ANY OF THE OTHER COMPANIES NAMED THEREIN TO LLOYDS TSB BANK PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 25th JANUARY 2005.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 28th JANUARY 2005.

GRH
P.

THIS CERTIFICATE HAS BEEN AMENDED BY
AN AMENDING CERTIFICATE DATED 10/08/06



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

FILE COPY



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

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

COMPANY No. 02558025

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEED OF ADMISSION TO AN OMNIBUS LETTER OF SET-OFF DATED 28TH JUNE 2004 AND DATED THE 24th JANUARY 2005 AND CREATED BY THREADNEEDLE NAVIGATOR ISA MANAGER LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY FORMERLY KNOWN AS EAGLE STAR ISA MANAGER LIMITED AND/OR ALL OR ANY OF THE OTHER COMPANIES NAMED THEREIN TO LLOYDS TSB BANK PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 25th JANUARY 2005.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 10th AUGUST 2006.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —