

M

395

Particulars of a mortgage or charge

CHW P000

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 £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

5

2558025

Name of company

* THEADHROOLE NAVIGATOR ISA MANAGER LIMITED

Date of creation of the charge

9 September 2008

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 3 July 2006
(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
listed below ("the Companies") or any of them ~~(whether such liabilities be actual, contingent, primary,
collateral, several or joint and whether such accounts or liabilities be denominated in sterling and/or
in a currency or currencies other than sterling)~~ ON CERTAIN SPECIFIC STERLING
ACCOUNTS LISTED IN THE LETTER
(List of companies party to the Agreement)

See Attached

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

Lloyds TSB Bank plc

25 Gresham Street

(30-00-02)

London

Postcode

EC2V 7HN

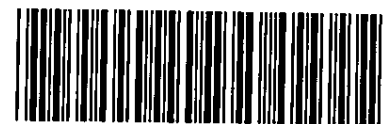
Presenter's name address and
reference

Lloyds TSB Bank plc
Gillingham CCSC
PO BOX 72, Abbey Drive
Gillingham Business Park Kent,
ME8 0LS

Time critical reference

For official Use (02/06)
Mortgage Section

FRIDAY



A11

ADVIP391

19/09/2008

389

COMPANIES HOUSE

Short particulars of all the property mortgaged or charged

Any sum or sums for the time being standing to the credit of any one or more of any present or future accounts of the Companies or any of them with the Bank (including any accounts held in the ~~Bank's name with any designation which includes the name(s) of the Companies or any of them~~) whether such accounts be denominated in sterling or in a currency or currencies other than sterling

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 accounts 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 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)

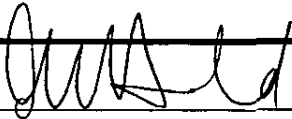
Please do not write in this margin

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

Particulars as to commission allowance or discount (note 3)

NIL

Signed



Date

7/9/08

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)

† 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 are to be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is Companies House, Crown Way, Cardiff CF14 3UZ.

The Schedule

Part I - The Existing Companies

Name	Company Number	Registered Office
Threadneedle Asset Management Finance Limited	5580097	60 St Mary Axe, London, EC3A 3JQ
Threadneedle Asset Management Holdings Limited	3554212	60 St Mary Axe, London, EC3A 3JQ
Threadneedle Investment Services Limited	3701768	60 St Mary Axe, London, EC3A 3JQ
Threadneedle Asset Management Limited	573204	60 St Mary Axe, London, EC3A 3JQ
Threadneedle Navigator ISA Manager Limited (formerly Eagle Star ISA Manager Limited)	2558025	60 St Mary Axe, London, EC3A 3JQ
Threadneedle Unit Trust Manager Limited (formerly Eagle Star Unit Managers Limited)	1921082	60 St Mary Axe, London, EC3A 3JQ
Threadneedle International Limited	2283244	60 St Mary Axe, London, EC3A 3JQ
Threadneedle Portfolio Services Limited	285988	60 St Mary Axe, London, EC3A 3JQ
Threadneedle Property Investments Limited	1497014	60 St Mary Axe, London, EC3A 3JQ
Sackville TSP Property (GP) Limited	4993504	60 St Mary Axe, London, EC3A 3JQ

~~THE NEEDLE CAPITAL MANAGEMENT LTD~~
(formerly Convivo Capital Management Limited) 4643643

60 St Mary Axe,
London,
EC3A 3JQ

Part II - The Further Company

<u>Name</u>	<u>Company Number</u>	<u>Registered Office</u>
TMS Investment Limited	81277 (Jersey)	Whiteley Chambers Don Street St Helier Jersey JE4 9WG



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

**COMPANY NO. 2558025
CHARGE NO. 5**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A DEED OF ADMISSION TO AN
OMNIBUS LETTER OF SET-OFF DATED 3 JULY 2006 AND
DATED 9 SEPTEMBER 2008 AND CREATED BY THREADNEEDLE
NAVIGATOR 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 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 19
SEPTEMBER 2008

GIVEN AT COMPANIES HOUSE, CARDIFF THE 23 SEPTEMBER
2008

