

COMPANIES FORM No. 395**Particulars of a mortgage or charge**NW
£10
002113

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



3686956

Name of company

* COMPACT POWER HOLDINGS PLC

Date of creation of the charge

~~22 OCTOBER 2001~~ 19 November 2001 *no*

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

DEBENTURE

Amount secured by the mortgage or charge

ALL LIABILITIES OF THE COMPANY OWED OR EXPRESSED TO
BE OWED TO THE NOTEHOLDERS (as defined in the
Debenture)

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

COOPER HOLDINGS LIMITED (CO. NO. 191674) OF TROPICAL ISLE BUILDING,
WICKHAMS CAY ROAD TOWN TORTOLA BRITISH VIRGIN ISLANDS.

Postcode

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

Beachcroft Wansbroughs
10-22 Victoria Street
Bristol
BS99 7UD

For official Use
Mortgage Section



A22
COMPANIES HOUSE

AU4
COMPANIES HOUSE

0842
21/11/01

U3/4
14/11/01

Time critical reference

Short particulars of all the property mortgaged or charged

(a) BY WAY OF LEGAL MORTGAGE ALL FREEHOLD OR LEASEHOLD PROPERTY OWNED BY THE COMPANY AT THE DATE OF THE DEBENTURE.

(B) BY WAY OF EQUITABLE MORTGAGE INTEREST OF THE COMPANY IN ANY FREEHOLD OR LEASEHOLD PROPERTY ACQUIRED BY THE COMPANY AFTER THE DATE OF THE DEBENTURE.

(C) BY WAY OF FIXED CHARGE THE INTEREST OF THE COMPANY IN ALL EXISTING AND FUTURE FITTINGS PLANT EQUIPMENT MACHINERY TOOLS VEHICLES FURNITURE AND OTHER TANGIBLE MOVEABLE PROPERTY ITS EXISTING AND FUTURE GOODWILL AND UNCALLED CAPITAL, ALL EXISTING AND FUTURE CASH AT BANK AND ANY INTELLECTUAL PROPERTY

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 19.11.2001

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On behalf of [company] [mortgagee/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 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

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03686956

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 19th NOVEMBER 2001 AND CREATED BY COMPACT POWER HOLDINGS PLC FOR SECURING ALL LIABILITIES DUE FROM THE COMPANY TO THE NOTEHOLDERS (AS DEFINED IN THE DEBENTURE) WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 21st NOVEMBER 2001.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 23rd NOVEMBER 2001.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —