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* Insert full name
of company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

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



04073907

Name of company

*Europa Facility Holdings Limited ("the Mortgagor")

Date of creation of the charge

22 February 2008

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

Debenture ("the Debenture")

Amount secured by the mortgage or charge

All monies and liabilities which now are or shall at any time be due owing or incurred to the Bank by the Mortgagor whether actually or contingently and whether presently or in the future and whether solely or jointly with any other person and whether as principal or surety or in any way whatsoever provided that the monies and liabilities which the Mortgagor covenants to pay and discharge shall not include any monies and liabilities arising under a regulated consumer credit agreement falling within Part V of the Consumer Credit Act 1974, unless specifically agreed in writing between the Mortgagor and the Bank ("the Secured Amounts")

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

CLYDESDALE BANK PUBLIC LIMITED COMPANY having its registered office at 30
St Vincent Place, Glasgow ("the Bank").

Postcode G1 2HL

Presenter's name, address and
reference (if any)

Dundas & Wilson CS LLP
191 West George Street
Glasgow
G2 2LD

Time critical reference
CLY003 1073

For official use (02/2006)
Mortgage Section

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COMPANIES HOUSE

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395

Short particulars of all the property mortgaged or charged

See Paper Apart.

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charge
(See Note 5)

Particulars as to commission allowance or discount (note 3)

N/A

Signed *David E. Hodge for Dundas & Wilson CS LLP* Date 27 February 2008

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 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 CF4 3UZ

This is the Paper Apart referred to in the foregoing Form 395 relative to the Debenture by Europa Facility Holdings Limited in favour of Clydesdale Bank PLC dated 22 February 2008

In the foregoing Form 395 and this Paper Apart, the following definitions shall apply:

"the Charged Assets" means the property assets and undertaking for the time being of the Mortgagor which are subject to the charges contained in the Debenture other than the Charged Debts and references to the Charged Assets shall include reference to all or any of them,

"the Charged Debts" means all book debts and other debts now and from time to time due owing or incurred to the Mortgagor other than such of the said debts as the Bank may have specifically agreed in writing to exclude from the first fixed charge contained in Clause 3 2.8 of the Debenture,

"the Receiver" means any administrative receiver, receiver and manager for the time being appointed by the Bank under or by virtue of the Debenture and if more than one administrative receiver, receiver and manager has been so appointed then the expression 'the Receiver' shall mean any or all of them,

A. Short particulars of all the property mortgaged or charged:

1. The Mortgagor with full title guarantee charges in favour of the Bank as a continuing security for the Secured Amounts:-
 - 1.1 by way of legal mortgage:-
 - 1.1.1 all the freehold or leasehold property specified in the Schedule to the Debenture;
 - 1.1.2 all other freehold and leasehold property now vested in the Mortgagor
 - 1.2 by way of first fixed charge:-
 - 1.2.1 all freehold and leasehold property acquired by the Mortgagor,
 - 1.2.2 all freehold and leasehold property now or in the future beneficially owned by but not vested in the Mortgagor,
 - 1.2.3 all the plant machinery and fixtures and fittings furniture equipment implements and utensils now and in the future belonging to the Mortgagor,
 - 1.2.4 all shares stocks and other securities held by the Mortgagor from time to time and any rights to the acquisition of any such shares stocks or securities;
 - 1.2.5 all rights and interest of the Mortgagor in and claims under all policies of insurance and assurance held by or insuring to the benefit of the Mortgagor,
 - 1.2.6 all uncalled capital and goodwill for the time being of the Mortgagor,
 - 1.2.7 all patents patent applications trade marks trade names registered designs copyrights licences and similar rights for the time being of the Mortgagor and all present or future agreements relating to the use by the Mortgagor of any

intellectual property rights and all present or future agreements under which the Mortgagor is entitled to the payment of any royalty fee or similar income, and

1.2 8 the Charged Debts

- 1 3 by way of floating charge all the property assets and undertaking of the Mortgagor both present and future not subject to a fixed charge including (without limitation) any immoveable property of the Mortgagor situated in Scotland and any other Charged Assets situated in Scotland falling within the type mentioned in Clause 3 2 of the Debenture
- 1 4 The Bank may at any time and from time to time by notice in writing to the Mortgagor convert the floating charge into a fixed charge as regards any property assets and/or undertaking specified in the notice and the Bank may thereafter appoint a Receiver thereof in accordance with the provisions of the Debenture This provision shall not preclude the floating charge from becoming fixed in any of the events in which under the Debenture or under the general law it would do so

This paragraph 1.4 does not apply to any Charged Assets situated in Scotland



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

**COMPANY NO. 4073907
CHARGE NO. 1**

**THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A DEBENTURE DATED 22
FEBRUARY 2008 AND CREATED BY EUROPA SUPPORT
SERVICES LIMITED FOR SECURING ALL MONIES DUE OR TO
BECOME DUE FROM THE COMPANY TO CLYDESDALE BANK
PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED
PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT
1985 ON THE 29 FEBRUARY 2008**

GIVEN AT COMPANIES HOUSE, CARDIFF THE 5 MARCH 2008



Companies House
— for the record —

PJ



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**