

# M

## 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

Name of company

\* ~~Astrade Two Limited~~ ("the Company")

ROCK INVESTMENTS HOLDINGS PLC

05898976

04800398

CONFID

By  
HIC

Date of creation of the charge

11 December 2006

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

Legal Charge Over Shares

Amount secured by the mortgage or charge

Rock Investments Holdings Plc ("the Chargor"), with full title guarantee and as a continuing security for the payment and discharge of all or any money and liabilities which shall from time to time (and whether on or at any time after demand) be due, owing or incurred in whatsoever manner to PML Group ("PML") by the Chargor, whether actually or contingently, solely or jointly and whether as principal or surety under the facility letter dated 7 December 2006 by PML to the Chargor in relation to facilities of £5,000,000 ("Facility Letter") (or guarantor or cautioner), including any money and liabilities of the Chargor to a third party which have been assigned or novated to or otherwise vested in PML and including interest, discount, commission and other lawful charges or expenses which PML may in the course of its business charge or incur in respect of any of those matters or for keeping the Chargor's account, and so that interest shall be computed and compounded according to the usual rates and practice (or as otherwise agreed in writing) after as well as before any demand made or decree obtained under or in relation to this Charge ("Secured Liabilities");, hereby charges in favour of PML by way of first fixed charge:-

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

PML Group  
25 Manchester Square  
London

Postcode W1U 3PY

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

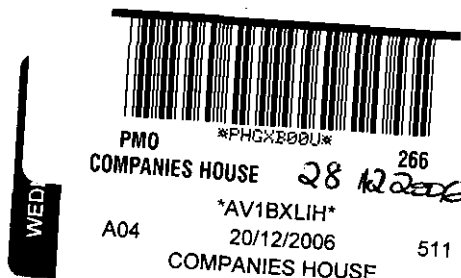
Wallace LLP  
One Portland Place  
London  
W1B 1PN

Ref: RDN.CSW.LD.L3040.6

Time critical reference

For official Use (02/00)  
Mortgage Section

Fax  
Recd



Short particulars of all the property mortgaged or charged

1. its entire right, title and interest in and to the 60,000 Ordinary Shares of £0.01 ("the Original Shares") together with all other shares in the capital of Astrade Two Limited ("the Company") held at any time and from time to time by the Chorgor ("the Shares");
2. all rights, money or property of a capital nature at any time accruing on, or payable or receivable in respect of, any of the Shares whether by way of bonus, consolidation, conversion, exchange, option, preference, return of capital or otherwise; and
3. all rights, money or property of an income nature, whether by way of dividend, distribution, interest or otherwise.

(together the "Charged Assets").

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)

Signed

Date

19/12/2006

On behalf of ~~XXXXXX~~ [mortgagee/chargee] †

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

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

† delete as appropriate

CHFP025

**Particulars of a mortgage or charge  
(continued)**Please do not  
write in this  
binding marginContinuation sheet No 1  
to Form No 395 and 410 (Scot)Please complete  
legibly, preferably  
in black type, or  
bold block lettering

Company Number

05898976

Name of Company

Astrade Two Limited("the Company")

~~XXXXXX~~\* delete if  
inappropriate

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

1. The Chargor will not without the prior written consent of PML:-
  1. with the exception of a first priority charge in respect of the Shares executed or to be executed by the Chargor in favour of The Governor and Company of the Bank of Scotland, create or attempt to create or permit to subsist any right in security, mortgage, charge, lien, encumbrance right of set-off (except in favour of PML) or any trust agreement, declaration of trust, or trust arising by operation of law in respect of all or any of the Charged Assets; or
  2. sell, transfer, assign or otherwise dispose of all or any of the Charged Assets; or
  3. in any way dispose of the equity of redemption of any of the Charged Assets or any interest in any such Charged Assets.
2. The rights hereby charged to PML shall be released to the Chargor upon its written request and at its cost on payment or discharge in full of the Secured Liabilities to the satisfaction of PML.

To the extent that the Charged Assets constitute Financial Collateral, the Chargor agrees that such Charged Assets shall be held or designated so as to be under the control of PML for all purposes of the Financial Collateral Regulations.

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

**WALLACE<sup>LLP</sup>**One Portland Place  
London W1B 1PNTel 020 7636 4422  
Fax 020 7636 3736  
DX 82990 Mayfair  
www.wallace.co.uk**Fax**Date: 28 December 2006  
Our Ref: L3040.8/csw  
Your Ref:To: Maria Williams  
Of: Companies House  
Fax No.: 02920 380827**Re: Rock Investment Holdings plc**Hard copy to follow: No  
Pages: 1 (including this one)

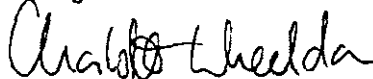
Dear Maria

I refer to our recent telephone conversation and the Form 395 sent for filing. Please accept this fax as authority to amend the following details on the Form 395:

1. Name of company: Please delete Astrade Two Limited and insert Rock Investment Holdings plc; and
2. Company number: Please delete 05898976 and insert 04800398.

Thank you for your assistance.

Kind regards

**Charlotte Wheeldon**  
SolicitorTel 020 7467 8783  
Fax 020 7636 3736  
charlotte.wheeldon@wallace.co.uk

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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. 04800398

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE OVER SHARES DATED THE 11th DECEMBER 2006 AND CREATED BY ROCK INVESTMENT HOLDINGS PLC FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO PML GROUP ON ANY ACCOUNT WHATSOEVER 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 28th DECEMBER 2006.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 29th DECEMBER 2006.

*PS*



*Companies House*

— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES