

CHFP025

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

Please do not
write in
this margin

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

*insert full name
of Company

**To the Registrar of Companies
(Address overleaf - Note 6)**

For official use

Company number

□ □ □ □

05049724

Name of company

* BHH Holdco Limited (the "Chargor")

Date of creation of the charge

26 March 2008

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

A security agreement dated 22 December 2004 between, amongst others, the Chargor and the Security Trustee (as defined below) (the "Original Security Agreement") as amended by a supplemental security agreement dated 26 March 2008 made between the Chargor and the Security Trustee (the "Vaughan Supplemental Agreement")

Amount secured by the mortgage or charge

All present and future obligations and liabilities (whether actual or contingent and whether owned jointly or severally or in any other capacity whatsoever) of the Chargor to any Secured Party under each Finance Document to which the Chargor is a party, except for any obligation which, if it were so included, would result in the Original Security Agreement and the Vaughan Supplemental Agreement contravening any law (including Section 151 of the Companies Act 1985) (the "Secured Liabilities")

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

NIBC Bank N V. acting through its London branch at 7 Bishopsgate, London as agent and trustee for the Secured Parties (the "Security Trustee")

Postcode EC2N 3BX

Presentor's name address and
reference (if any)

Eversheds LLP

Senator House, 85 Queen
Victoria Street, London
EC4V 4JL.

2939489/1

Time critical reference

For official Use (06/2005)

Mortgage Section

1 Post room

MONDAY



AYKQGYVR

A09

14/04/2008

14/04/2008
COMPANIES HOUSE

118

Short particulars of all the property mortgaged or charged

Please see Appendix 1 attached

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

Everheds LLP

Date

11 April 2008.

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)

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

Appendix 1 - Short particulars of all the property mortgaged or charged

1 Fixed Charge

The Chargor charges:

- 1.1 by way of first legal mortgage all the Shares owned by it or held by any nominee on its behalf, and
- 1.2 by way of first fixed charge, all Related Rights

2. Floating Charge

The Chargor charges by way of a first floating charge all its assets not at any time otherwise effectively mortgaged, charged or assigned by way of fixed mortgage, charge or assignment under Clause 1.

3 Confirmation

The Chargor confirms that, as security for the payment of the Secured Liabilities it has charged in favour of the Security Trustee by way of first fixed charge the assets relating to the property referred to in Clause 2 of the Original Security Agreement (Creation of security) and is recharged under the terms of this Vaughan Supplemental Agreement, to the extent not already secured in that way for the Secured Liabilities

4. Continuation

Except insofar as supplemented by this Vaughan Supplemental Agreement, the Original Security Agreement will remain in full force and effect

5. Restrictions on Dealings

The Chargor must not:

- 5.1 create or allow to submit any security interest (other than the Original Security Agreement, this Christchurch Supplemental Agreement and any other agreement supplemental to the Original Security Agreement) on any Security Asset, or
- 5.2 sell, transfer, licence, lease or otherwise dispose of any Security Asset.

Appendix 2: Definitions

"Company" means BHH Holdco Limited, a company with registered number 5049724.

"Related Rights" means in relation to any Shares.

(a) any dividend or interest paid or payable; and

(b) any right, money or property accruing or offered at any time by way of redemption, substitution, exchange, bonus or preference, under option rights or otherwise

in relation to that stock, share, debenture, bond or other security

"Shares" means all of the shares in the share capital of the Company

"Security Asset" means all assets of the Chargor the subject of any security created by the Original Security Agreement and the Vaughan Supplemental Agreement.



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

**COMPANY NO. 5049724
CHARGE NO. 4**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A SECURITY AGREEMENT DATED 26
MARCH 2008 AND CREATED BY BHH HOLDCO LIMITED FOR
SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE
COMPANY TO ANY SECURED PARTY 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 14
APRIL 2008

GIVEN AT COMPANIES HOUSE, CARDIFF THE 21 APRIL 2008



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

**COMPANY NO. 5049724
CHARGE NO. 5**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A SECURITY AGREEMENT DATED 26
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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. 5049724
CHARGE NO. 6**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
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