

M

COMPANIES FORM No. 410(Scot)

Particulars of a charge created by a company registered in Scotland

410

A fee of £10 is payable to Companies House in
respect of each register entry for a mortgage or
charge

CHFP025

Please do not
write in this
margin

Pursuant to section 410 of the Companies Act 1985



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

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

For official use

Company number

1 2

SC263302

Name of company

DMWS 650 Limited

* insert full name
of company

Date of creation of the charge (note 1)

26 March 2004

Description of the instrument (if any) creating or evidencing the charge (note 1)

Floating Charge

Amount secured by the charge

See attached Rider A

Names and addresses of the persons entitled to the charge

Close Investment Partners Limited (as security trustee)
(Company Number 02268702) of 10 Throgmorton Avenue, London EC2N 2DL

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

Dickson Minto WS
16 Charlotte Square
Edinburgh EH2 4DF

(Doc:M410\DMWS650.lpd)

C191/9/02/JNM/ECL/CJM

For official use
Charges Section

I Post room



SGT SV20WU25
COMPANIES HOUSE

0476
07/04/04

Short particulars of all the property charged.

Please do not write in this margin

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

See attached Rider B

Statement, in the case of a floating charge, as to any restrictions on power to grant further securities and any ranking provision (note 2)

~~N/A~~ See attached Rider C *BM*

Particulars as to commission, allowance or discount paid (see section 413(3))

N/A

A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge. (See Note 5)

Signed *Dickson Minto* Date *6/4/04*

On behalf of [~~company~~] [chargee] †

† delete as appropriate

- Notes
1. A description of the instrument e.g. "Standard Security" "Floating Charge" etc, should be given. For the date of creation of a charge see section 410(5) of the Act. (Examples - date of signing of an Instrument of Charge; date of recording/registration of a Standard Security; date of intimation of an Assignment.)
 2. In the case of a floating charge a statement should be given of (1) the restrictions, if any, on the power of the company to grant further securities ranking in priority to, or pari passu with the floating charge; and/or (2) the provisions, if any, regulating the order in which the floating charge shall rank with any other subsisting or future floating charges or fixed securities over the property which is the subject of the floating charge or any part of it.
 3. A certified copy of the instrument, if any, creating or evidencing the charge, together with this form with the prescribed particulars correctly completed must be delivered to the Registrar of Companies within 21 days after the date of the creation of the charge. In the case of a charge created out of the United Kingdom comprising property situated outside the U.K., within 21 days after the date on which the copy of the instrument creating it could, in due course of post, and if despatched with due diligence, have been received in the U.K. Certified copies of any other documents relevant to the charge should also be delivered.
 4. A certified copy must be signed by or on behalf of the person giving the certification and where this is a body corporate it must be signed by an officer of that body.
 5. Cheques and Postal Orders are to be made payable to **Companies House**.
 6. The address of the Registrar of Companies is:-
Companies House
37 Castle Terrace
Edinburgh EH1 2EB

DMWS 650 LIMITED

(Registered Number SC263302)

Form 410 - Rider A

Amount Secured

All or any monies 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 the Security Trustee by the Company, whether actually or contingently, solely or jointly and whether as principal or surety and whether or not the Security Trustee shall have been an original party to the relevant transaction, and including interest, and other lawful charges or expenses which the Security Trustee may in the course of its business charge or incur in respect of any of those matters and so that interest shall be computed and compounded as well after as before any demand made or decree obtained under the Floating Charge.

Where:

- "Company" means DMWS 650 Limited (Company Number SC263302) of 16 Charlotte Square, Edinburgh, EH2 4DF.
- "Secured Parties" means Close Brothers Private Equity (UK) VI Fund and Close Brothers Private Equity (US) VI Fund.
- "Security Trustee" means Close Investment Partners Limited (Company Number 02268702) of 10 Throgmorton Avenue, London, EC2N 2DL security trustee for each of the Secured Parties.



DMWS 650 LIMITED

(Registered Number SC263302)

Form 410 - Rider B

Short Particulars of all the Property Charged

The Company grants a floating charge over the Assets to the Security Trustee as a continuing security for the payment and discharge of the Secured Liabilities.

Paragraph 14 of Schedule B1 to the Insolvency Act 1986 (incorporated by Schedule 16 to the Enterprise Act 2002) shall apply to the Floating Charge.

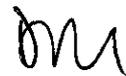
The Company agrees that any monies from time to time owed to it by the Security Trustee may be set-off and/or retained as cover for and/or applied by the Security Trustee at any time and without notice to the Company (whether on or before or after the expiry of any fixed or minimum period for which such monies may have been deposited) in or towards payment or satisfaction of any monies or liabilities due and payable by the Company to the Security Trustee in any manner, whether actual or contingent, joint or several, whether incurred as principal or surety (or guarantor or cautioner) or in any other way whatsoever.

Where:

"Assets" means the whole of the property (including uncalled capital) which is or may be from time to time comprised in the property and undertaking of the Company.

"Secured Liabilities" means the amount secured by the floating charge as specified in Rider A.

All terms defined in Rider A shall have the same meaning in this Rider B.



DMWS 650 LIMITED

(Registered Number SC263302)

Form 410 - Rider C

Statement as to any restrictions on power to grant further securities and any ranking provision

The Company agrees that, subject to the terms of the Facility Letter, it shall be prohibited from granting or creating subsequent to the date of the Floating Charge any fixed security or any other floating charge having priority over or ranking pari passu with the Floating Charge, other than in favour of the Security Trustee.

Any fixed security granted by the Company in favour of the Security Trustee (whether before or after the date of the Floating Charge) shall rank in priority to the floating charge created by the Floating Charge.

In the event that the Company grants or creates any fixed security or floating charge in breach of the prohibition in Clause 3.1 of the Floating Charge, the Floating Charge shall rank in priority to that fixed or floating charge.

Where:

"BoS" means The Governor and Company of the Bank of Scotland and its successors and assignees.

"Facility Letter" means the term loan and bridging facility letter between the Company and BoS dated on or around the date of the Floating Charge (as such letter is amended, varied, restated, novated or replaced from time to time).

All terms defined in Rider A shall have the same meaning in this Rider C. 

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A CHARGE

Company number 263302

I hereby certify that a charge created by

DMWS 650 LIMITED

on 26 MARCH 2004

for securing ALL SUMS DUE, OR TO BECOME DUE

in favour of CLOSE INVESTMENT PARTNERS LIMITED

was delivered pursuant to section 410 of the Companies Act, 1985,
on 8 APRIL 2004 given at Companies House, Edinburgh
14 APRIL 2004



C O M P A N I E S H O U S E



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

N.B. Searchers may find it desirable to refer to the documents mentioned in column (2) for more detailed particulars

REGISTER of Charges, Alterations to Charges,

COMPANY: SC263302 CHARGE: 2

(1) Date of Registration	(2) Serial Number of Document on File	(3) Date of Creation of each Charge and Description thereof	(4) Date of the acquisition of the Property	(5) Amount secured by the Charge £	(6) Short Particulars of the Property Charged	(7) Names of the Persons entitled to the Charge
08/04/2004		26/ 3/04 FLOATING CHARGE		ALL SUMS DUE, OR TO BECOME DUE	UNDERTAKING AND ALL PROPERTY AND ASSETS PRESENT AND FUTURE OF THE COMPANY INCLUDING UNCALLED CAPITAL	CLOSE INVESTMENT PARTNERS LIMITED

Memoranda of Satisfaction and Appointments etc. of Receivers

N.B. Searchers may find it desirable to refer to the documents mentioned in column (2) for more detailed particulars

COMPANY: SC263302 CHARGE: 2

(8) In the case of a floating charge, a statement of the provisions, if any, prohibiting or restricting the creation by the company of any fixed security or any other floating charge having priority over, or ranking <i>pari passu</i> with the floating charge.	(9) In the case of a floating charge, a statement of the provisions if any regulating the order in which the floating charge shall rank with any other subsisting or future floating charges or fixed securities over the property the subject of the floating charge or any part of it.	(10) Amount or rate per cent of the Commission Allowance or discount	(11) Memoranda of Satisfaction	(12) Receiver		
				Name	Date of Appointment	Date of Ceasing to act
<p>COMPANY ARE EXPRESSLY PROHIBITED FROM CREATING SUBSEQUENT FIXED SECURITY HAVING PRIORITY OVER OR RANKING EQUALLY WITH THE FLOATING CHARGE</p> <p><i>[Faint, illegible text follows]</i></p>						