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LLP395

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Particulars of a mortgage or charge in respect of a Limited Liability Partnership

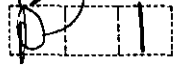
A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge.

CHWP000

Please complete in typescript, or in bold black capitals

For official use

LLP Number **OC319198**



Full Name of Limited Liability Partnership **PADCO UK LLP**
now K/A PERILLA WEINBERG PARTNERS UK LLP

Date of creation of the charge **31 MAY 2006**

Description of the instrument (if any) creating or evidencing the charge (note 2) **A CASH COLLATERAL AGREEMENT (THE "AGREEMENT") DATED 31 MAY 2006 BETWEEN (1) THE DEPOSITOR AND (2) JPMORGAN CHASE BANK, N.A. (THE "BANK")**

Amount secured by the mortgage or charge **78**
10
THE AGREEMENT SECURES ANY AND ALL OBLIGATIONS OF THE DEPOSITOR UNDER THE TERMS OF AN INDEMNITY FOR STANDBY AND DOCUMENTARY LETTERS OF CREDIT AND GUARANTEES/INDEMNITIES BETWEEN THE BANK AND THE DEPOSITOR DATED 31 MAY 2006.

Signed **Julia Kenny**

Date **29 June 2006**

On behalf of [LLP][mortgagee/chargee] (delete as appropriate)

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on

JPMORGAN CHASE BANK, N.A., LEGAL DEPT,
13 FLOOR,
125 LONDON WALL, LONDON, EC2Y 5AJ.
JULIA MCKENNY Tel 0207 977 4352
E-mail



PMO *PIRY6002* 121
COMPANIES HOUSE **20/06/06**

LD2 *LPN05GSI* 448
COMPANIES HOUSE **03/07/2006**

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff

non part

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

JPMORGAN CHASE BANK, N.A.
125 LONDON WALL
LONDON, EC2Y 5AJ. ✓

Short particulars of all the property mortgaged or charged

THE DEPOSITOR HAS CHARGED THE ACCOUNT AND DEPOSIT, WITH FULL TITLE GUARANTEE AND BY WAY OF A FIRST FIXED CHARGE IN FAVOUR OF THE BANK FOR THE PAYMENT TO THE BANK AND THE DISCHARGE OF ALL ^{OF} THE OBLIGATIONS. ✓

NOTE: (1) THIS AGREEMENT PROVIDES THAT THE DEPOSITOR MAY NOT ASSIGN OR OTHERWISE DISPOSE OF ANY RIGHT OR INTEREST UNDER THE AGREEMENT, OR IN RESPECT OF THE ACCOUNT WITHOUT THE BANK'S PRIOR WRITTEN CONSENT.

NOTE: (2) IN THIS FORM:

"ACCOUNT" MEANS ACCOUNT NUMBER 33900403 HELD WITH THE BANK.
"DEPOSIT" MEANS EACH BALANCE FROM TIME TO TIME STANDING TO THE CREDIT OF THE ACCOUNT, AND ALL RIGHTS, BENEFITS AND PROCEEDS ATTACHING THERETO OR ARISING THEREFROM OR IN RESPECT THEREOF. ✓

"OBLIGATIONS" MEANS ANY AND ALL OBLIGATIONS OF THE DEPOSITOR UNDER THE TERMS OF THE INDEMNITY SIGNED BY THE DEPOSITOR IN FAVOUR OF THE BANK DATED 25 MAY 2006 IN CONSIDERATION FOR CERTAIN UNDERTAKINGS OF THE BANK ON THE DEPOSITOR'S BEHALF.

Particulars as to commission allowance or discount (note 3)

NIL

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 LLP398 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 LLP 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 Form LLP395 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**.

FILE COPY



**CERTIFICATE OF THE REGISTRATION
OF A MORTGAGE OR CHARGE**

Pursuant to section 401(2) of the Companies Act 1985 as applied to Limited Liability Partnerships pursuant to Paragraph 4 and Schedule 2 of the Limited Liability Partnerships Regulations 2000.

LLP No. 0C319198

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A CASH COLLATERAL AGREEMENT DATED THE 31st MAY 2006 AND CREATED BY PERELLA WEINBERG PARTNERS UK LLP FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE LIMITED LIABILITY PARTNERSHIP (FORMERLY KNOWN AS PADCO UK LLP) TO JPMORGAN CHASE BANK, N.A. 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 AS APPLIED TO LIMITED LIABILITY PARTNERSHIPS PURSUANT TO PARAGRAPH 4 AND SCHEDULE 2 OF THE LIMITED LIABILITY PARTNERSHIPS REGULATIONS 2000 ON THE 20th JUNE 2006.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 6th JULY 2006.

P. G.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —