

# 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.

130 58 6 / 39  
**395**

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number

[1][1][2]

03132897

Name of company

\* Pace Americas Limited (the "Company")

Date of creation of the charge

11 August 2006

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

Guarantee and debenture executed by Pace Micro Technology plc, Pace Distribution (Overseas) Limited and Pace Americas Limited in favour of Solelectron Corporation (the "Pace Debenture")

Amount secured by the mortgage or charge

All moneys due, owing or payable under an agreement entered into between the Company and Solelectron Corporation dated 22 March 2002, as amended, varied or supplemented from time to time.

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

Solelectron Corporation ("Solelectron"), 847 Gibraltar Drive, Milpitas, California, CA95124, United States of America

Postcode

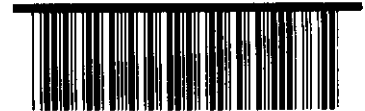
Presentor's name address and reference (if any):

Bird & Bird  
90 Fetter Lane  
London  
EC4A 1JP  
Ref: CWP/SOCOR 0001

For official Use (02/00)

Mortgage Section

Post room



A24  
COMPANIES HOUSE

\*A5B8AHUC\*  
723  
11/08/2006

Time critical reference

Short particulars of all the property mortgaged or charged

A) By way of legal mortgage, all its freehold and leasehold property, together with all buildings, fixtures and fixed plant and machinery from time to time thereon.

B) By way of fixed charge, all future freehold and leasehold property together with all buildings, fixtures and fixed plant and machinery from time to time thereon.

C) By way of floating charge, all its other assets and undertakings whatsoever and wheresoever, both present and future.

1. Subject to the provisions of the debenture, any debentures, mortgages or charges hereafter created by the Company shall be expressed to be subject to the security created by the Pace Debenture.

2. The Company shall not create, agree or attempt to create any security interest over its intellectual property (whether registered or unregistered) except as permitted by the Pace Debenture.

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

*Bis & Bid*

Date *11 August 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 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

† delete as appropriate

CHFP025

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

Company Number

03132897

\* delete if  
inappropriate

Name of Company

Pace Americas Limited (the "Company")

Limited\*

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

3. The company is not at liberty to create any mortgage or charge ranking in priority to or pari passu with the security granted to Solelectron, except as permitted by the Pace Debenture.

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

FILE COPY



## CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03132897

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT GUARANTEE & DEBENTURE DATED THE 11th AUGUST 2006 AND CREATED BY PACE AMERICAS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO SOLECTRON CORPORATION 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 11th AUGUST 2006.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 16th AUGUST 2006.



*Companies House*

— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES