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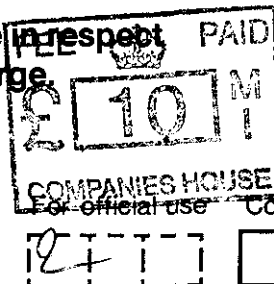
COMPANIES FORM No. 395

026470/10.

Particulars of a mortgage or charge

395

A fee of £10 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)

Company number

367875

Name of company

* Baxi Partnership Limited ("the Company")

Date of creation of the charge

13 September 2002

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

Charge over Cash Deposit ("the Charge")

Amount secured by the mortgage or charge

Sums of up to a maximum principal amount of £410,000 owing or incurred in whatsoever manner to BoS by the Company under the Overdraft Facility Letter, whether actually or contingently, solely or jointly and whether as principal or surety and whether or not BoS shall have been an original party to the relevant transaction ("the Secured Liabilities")

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

The Governor and Company of the Bank of Scotland ("BoS"), The Mound, Edinburgh

Postcode EH1 1YZ

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

Maclay Murray & Spens
3 Glenfinlas Street
Edinburgh
EH3 6AQ

RM CN/CRH/BAN.61.422

Time critical reference

For official Use
Mortgage Section

Post room



A26
COMPANIES HOUSE

0625
19/09/02

Short particulars of all the property mortgaged or charged

The Company with full title guarantee assigns by way of security to BoS for the payment and discharge of the Secured Liabilities the Deposit and all the present and future rights, titles and benefit of the Company whatsoever in the Deposit (but subject to redemption on payment of all moneys and the discharge of the Secured Liabilities covenanted to be paid or discharged under the Charge).

For the purposes of this Form 395:-

"Charged Account" means the account number 00595548 sort code 12-08-83 (denominated in whatever currency) of the Company with BoS at 4th Floor, Lisbon House, 116 Wellington Street, Leeds, LS1 4LT which account is blocked or designated as charged to BoS and is now numbered as the same may be replaced, redesignated, renumbered or rearranged from time to time;

"Deposit" means all sums (denominated in whatever currency) together with all interest and other amounts accruing on such sums for the time being and from time to time standing to the credit of the Charged Account;

"Overdraft Facility Letter" means the overdraft facility letter dated on or around the date of the Charge pursuant to which BoS has made available an overdraft facility of Four hundred thousand Pounds Sterling (£400,000) to the Borrower.

Please do not write in this margin

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

JS

Particulars as to commission allowance or discount (note 3)

Nil

Signed



Date 18 September 2002

On behalf of [company] [mortgagee/chargee] †

A fee of £10 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 Cheques and Postal Orders are to be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is:-
Companies House, Crown Way, Cardiff CF14 3UZ

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 00367875

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A CHARGE OVER CASH DEPOSIT DATED THE 13th SEPTEMBER 2002 AND CREATED BY BAXI PARTNERSHIP LIMITED FOR SECURING £410,000 DUE OR TO BECOME DUE FROM THE COMPANY TO THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND 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 19th SEPTEMBER 2002.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 20th SEPTEMBER 2002 .



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —