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CHFP025

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

*insert full name
of Company

COMPANIES FORM No. 395

EB/E10/022639

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)

For official use

Company number



1697400

Name of company

* ESPERA SCALES LIMITED

Date of creation of the charge

26 OCTOBER 2001

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

DEBENTURE

Amount secured by the mortgage or charge

ALL PRESENT AND FUTURE INDEBTEDNESS OF THE COMPANY TO THE BANK AND ALL
OTHER LIABILITIES OF THE COMPANY TO THE BANK PRESENT FUTURE ACTUAL OR
CONTINGENT TOGETHER WITH ALL COSTS CHARGES AND EXPENSES (INCLUDING LEGAL
EXPENSES) OWED TO OR INCURRED BY THE BANK DIRECTLY OR INDIRECTLY IN
RELATION TO THE PERFECTION OR ENFORCEMENT OF THE DEBENTURE

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

FORTIS BANK SA-NV UK BRANCH ("THE BANK")
CAMOMILE COURT
23 CAMOMILE STREET
LONDON

Postcode EC3 7PP

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

Field Seymour Parkes
The Old Coroner's Court, No. 1
London Street, PO Box 174,
Reading, Berkshire, RG1 4QW

REF: 4/JP/275575/1

Time critical reference

For official Use
Mortgage Section

Post room



A49
COMPANIES HOUSE

0680
08/11/01

Short particulars of all the property mortgaged or charged

1. BY WAY OF FIXED CHARGE OVER THE FREEHOLD AND LEASEHOLD PROPERTY OF THE COMPANY BOTH PRESENT AND FUTURE AND ALL BUILDINGS AND FIXTURES (INCLUDING TENANT'S AND TRADE FIXTURES) FROM TIME TO TIME ON ANY SUCH PROPERTY AND ALL PLANT MACHINERY VEHICLES COMPUTERS AND OFFICE AND OTHER EQUIPMENT OF THE COMPANY BOTH PRESENT AND FUTURE (EXCLUDING STOCK IN TRADE OF THE COMPANY).
2. BY WAY OF FIXED CHARGE OVER ALL STOCKS SHARES BONDS AND SECURITIES AND ALL OTHER INTERESTS BOTH PRESENT AND FUTURE IN ANY COMPANY FIRM CONSORTIUM OR ENTITY AND ALL STOCKS SHARES RIGHTS MONEY OR PROPERTY ACCRUING THERETO OR OFFERED AT ANY TIME BY WAY OF CONVERSION REDEMPTION BONUS PREFERENCE OPTION OR OTHERWISE IN RESPECT THEREOF.
3. BY WAY OF FIXED CHARGE OVER ALL BOOK AND OTHER DEBTS REVENUES AND CLAIMS BOTH PRESENT AND FUTURE FROM TIME TO TIME IN FORCE.
4. BY WAY OF FIXED CHARGE OVER THE UNCALLED CAPITAL GOODWILL AND ALL INTELLECTUAL OR INTANGIBLE PROPERTY OR RIGHTS AND ALL APPLICATIONS FOR THE PROTECTION OF THE SAME AND ALL LICENCES AGREEMENTS AND ANCILLARY AND CONNECTED RIGHTS AND BENEFITS RELATING TO THE INTANGIBLE PROPERTY BOTH PRESENT AND FUTURE OF THE COMPANY. continued . . .

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

Particulars as to commission allowance or discount (note 3)

Signed

Date 29 OCTOBER 2001

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

FIELD SEYMOUR PARKES - SOLICITORS

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

**Particulars of a mortgage or charge
(continued)**

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Continuation sheet No 1
to Form No 395 and 410 (Scot)

Please complete
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Company Number

1697400

Name of Company

ESPERA SCALES LIMITED

Limited*

* delete if
inappropriate

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

Amount due or owing on the mortgage or charge (continued)

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Names, addresses and descriptions of the mortgagees or persons entitled to the charge (continued)

Please complete
legibly, preferably
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bold block lettering

continued . . .

5. BY WAY OF FIXED CHARGE OVER ALL PRESENT AND FUTURE CONTRACTS OR POLICIES OF INSURANCE AND ASSURANCE IN WHICH THE COMPANY HAS AN INTEREST AND ALL MONEYS FROM TIME TO TIME PAYABLE THEREUNDER.

6. BY WAY OF FIRST FLOATING CHARGE OVER THE UNDERTAKING AND ALL OTHER PROPERTY ASSETS RIGHTS TITLE AND INTEREST OF THE COMPANY BOTH PRESENT AND FUTURE INCLUDING BUT NOT LIMITED TO THE STOCK IN TRADE OF THE COMPANY AND THE HERITABLE PROPERTY AND THE WHOLE OF THE PROPERTY ASSETS AND RIGHTS IN SCOTLAND WHICH IS OR MAY BE FROM TIME TO TIME COMPRISED IN THE PROPERTY AND UNDERTAKING OF THE COMPANY AND OVER THE PROPERTY OR RIGHTS DESCRIBED ABOVE IN SO FAR AS THE FIXED CHARGES SHALL FOR ANY REASON BE INEFFECTIVE AS FIXED CHARGES.

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FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 01697400

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 26th OCTOBER 2001 AND CREATED BY ESPERA-SCALES LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO FORTIS BANK SA-NV UK BRANCH ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 8th NOVEMBER 2001.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 12th NOVEMBER 2001.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —