



CHFP100

Please do not
write in
this marginPlease complete
legibly, preferably
in black type, or
bold block lettering* insert full name
of company**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.**

021804/13

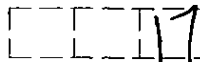
395

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies
(address on page 2 - Note 5)

For official use

Company number



01854872

Name of company

* HARPER GROUP PLC

Date of creation of the charge

18th October 2007

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

DEBENTURE

Amount secured by the mortgage or charge

All the company's present or future indebtedness to Mrs S I Underhill ("the Lender") including without limitation indebtedness on account of money advanced bills of exchange rent and all other payments due promissory notes obligations with respect to letters of credit guarantees and indemnities whether present future actual or contingent and whether or not matured or accrued due together with interest at the interest rate from the date the loan was advanced to the date of payment commission and any other costs charges and legal expenses on a full indemnity basis charged or incurred by the Lender and including those arising from the Lender effecting or enforcing or attempting to enforce this Debenture or any other security and its rights thereunder held by the Lender from time to time

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

MRS SUSAN INGRID UNDERHILL Maes Court Knighton on Teme Tenbury Wells

Postcode WR15 7LY

Presenter's name address and
reference (if any)Higgs & Sons
Blythe House
134 High Street
Brierley Hill DY5 3BG
Ref JPT KG 36415 07 U

Time critical reference

For Official Use (02/00)
Mortgage Section

Post room

WEDNESDAY

A35 24/10/2007 376
COMPANIES HOUSE

Short particulars of all the property mortgaged or charged

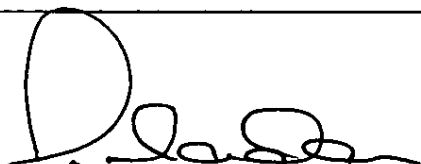
- 1 by way of legal mortgage, all freehold and leasehold property now vested in the Company ('the Property'), together with all buildings, fixtures (including trade fixtures) and fixed plant and machinery from time to time on that property,
- 2 by way of fixed charge, all estates or interests in any freehold or leasehold property of the Company (not being property charged by clause 1) now and in the future vested in the Company, together with all buildings, fixtures (including trade fixtures) and fixed plant and machinery from time to time on that property,
- 3 by way of fixed charge, all the goodwill for the time being of the Company, by way of fixed charge, all intellectual property rights, choses in action and claims now and in the future belonging to the Company,
- 4 by way of floating charge, all book debts and other debts now and in the future due or owing to the Company, and
- 5 by way of floating charge, all the Company's present and future undertaking and assets, whatever and wherever, including (without limitation) all other property and assets not subject to a fixed charge under this Debenture

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bold block lettering

Particulars as to commission allowance or discount (note 3)

Signed



Date 18.10.07.

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

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

† 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 conditionalfor 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 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 01854872

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 18th OCTOBER 2007 AND CREATED BY HARPER GROUP PLC FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO MRS SUSAN INGRID UNDERHILL ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 24th OCTOBER 2007

GIVEN AT COMPANIES HOUSE, CARDIFF THE 30th OCTOBER 2007

Harper



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES