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legibly, preferably
in black type, or
bold block lettering

COMPANIES FORM No. 395 Particulars of a charge

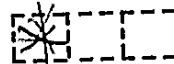
395

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies

For official use

Company number



2234535

Name of company

BARKER ROSS

Limited

Date of creation of the charge

29th November 1990

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

DEBENTURE

Amount secured by the mortgage or charge

All monies now due or hereafter to become due or from time to time accruing due from the Company to the Bank upon any account and in any manner whatsoever.

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

BARCLAYS BANK PLC
54 LOMBARD STREET
LONDON EC3P 3AH

Short particulars of all the property mortgaged or charged

SEE OVERLEAF

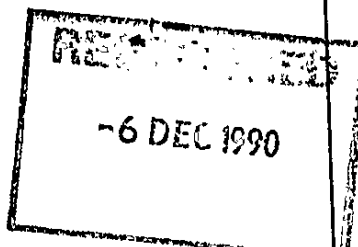
Presentor's name, address and
reference (if any):

COMPANY AND CREDIT
INFORMATION SERVICES
BARCLAYS BANK PLC
54 LOMBARD STREET
LONDON EC3P 3AH

Time critical reference

For official use
Mortgage section

Post room



Short particulars of all the property mortgaged or charged (continued)

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

- (a) by way of legal mortgage all the freehold and leasehold property of the Company the title to which is registered at H.M. Land Registry together with all buildings fixtures (including trade fixtures) and fixed plant and machinery from time to time thereon;
- (b) by way of legal mortgage all other freehold and leasehold property of the Company now vested in it (whether or not registered at H.M. Land Registry) together with all buildings fixtures (including trade fixtures) and fixed plant and machinery from time to time thereon;
- (c) by way of first fixed charge all future freehold and leasehold property of the Company together with all buildings fixtures (including trade fixtures) and fixed plant and machinery from time to time thereon and all the goodwill and uncalled capital for the time being of the Company;
- (d) by way of first fixed charge all book debts and other debts now and from time to time due or owing to the Company (during the continuance of this security the Company shall pay into the Company's account with the Bank all moneys which it may receive in respect of the book debts and other debts hereby charged and shall not without the prior consent of the Bank in writing purport to charge or assign the same in favour of any other person and shall if called upon to do so by the Bank execute a legal assignment of such book debts and other debts to the Bank);
- (e) by way of a first floating charge all other the undertaking and assets of the Company whatsoever and wheresoever both present and future but so that the Company is not to be at liberty to create any mortgage or charge upon and so that no lien shall in any case or in any manner arise on or affect any part of the said premises either in priority to or *pari passu* with the charge hereby created and further that the Company shall have no power without the consent of the Bank to part with or dispose of any part of such premises except by way of sale in the ordinary course of its business.

Particulars as to commission, allowance or discount

FOR BARCLAYS BANK PLC

Signed

Date -4 DEC 1990

MANAGER

Designation of position in relation to the company: COMPANY AND CREDIT INFORMATION SERVICES

FILE COPY



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

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

I hereby certify that a mortgage or charge dated the 29th NOVEMBER 1990
and created by BARKER ROSS LIMITED

for securing all moneys now due, or hereafter to become due, or from time
to time accruing due from the company to BARCLAYS BANK PLC

on any account whatsoever

was registered pursuant to Chapter I Part XII of the Companies Act
1985, on the 6th DECEMBER 1990

Given under my hand at the Companies Registration Office,

Cardiff the 12th DECEMBER 1990

No. 2234535

J. Edwards
(J. EDWARDS)

an authorised officer

C.69a

12/12
42 1

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COMPANIES FORM No. 403a

Declaration of satisfaction in full or in part of mortgage or charge

403a

Please do not
write in
this margin

Pursuant to section 403(1) of the Companies Act 1985

S70a

Please complete
legibly, preferably
in black type or,
beld block letteringTo the Registrar of Companies
(Address overleaf)

For official use

Company number

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2234535

Name of company

* BARKER ROSS LIMITED* insert full name
of companyI, ERIC JAMES ANDERSONof 98 KIRKSTONE DRIVE LOUGHBOROUGH, LEICS LE11 3RW† delete as
appropriate‡ insert a description
of the instrument(s)
creating or
evidencing the
charge, eg
'Mortgage',
'Charge',
'Debenture' etc.† ~~to director~~ [the secretary] ~~the administrator~~ [the administrative receiver] † of the above company, do
solemnly and sincerely declare that the debt for which the charge described below was given has been

paid or satisfied in [full] [part] †

Date and Description of charge: 29/11/90 FIXED AND FLOATING CHARGE OVER THE
UNDERSTAKING, PROPERTY AND ASSETS - DEBENTUREDate of Registration: 6/12/90

Name and address of [chargee] [trustee for the debenture holders]

BARCLAYS BANK PLCShort particulars of property charged: LEASEHOLD INTEREST IN OFFICES SITUATED IN
1 MIDDLE PAVEMENT, NOTTINGHAM NG1 7DXAnd I make this solemn declaration conscientiously believing the same to be true and by virtue of the
provisions of the Statutory Declarations Act 1835.Declared at 23 Friar Lane Leicester

Declarant to sign below

E J Andersonon the 14th day of February
one thousand nine hundred and ninety one
before me AMANDA Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for Oaths DAMANSFIELDPresenter's name address and
reference (if any):E J ANDERSON40 THE GLAMFIELD GROUP LTD
REEL COURT HOUSE
11 GLAMFIELD STREET
LONDONFor official Use
Mortgage Section

REGISTERED

16 FEB 1991

Post room

COMPANIES HOUSE

16 FEB 1991

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33

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COMPANIES FORM No. 395

Particulars of a charge

395

Please do not
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Pursuant to section 395 of the Companies Act 1985

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

To the Registrar of Companies

For official use Company number

3786
[] [] [] []

2234535

Name of company

BARKER ROSS

Limited

Date of creation of the charge

26th June 1991

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

DEBENTURE

Amount secured by the mortgage or charge

All monies now due or hereafter to become due or from time to time accruing due from the Company to the Bank upon any account and in any manner whatsoever.

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

BARCLAYS BANK PLC
54 LOMBARD STREET
LONDON EC3P 3AH

Short particulars of all the property mortgaged or charged

SEE OVERLEAF

3/7
Presenter's name, address and
reference (if any):

COMPANY AND CREDIT
INFORMATION SERVICES
BARCLAYS BANK PLC
P O. BOX 120
LONGWOOD CLOSE
COVENTRY CV4 8JN

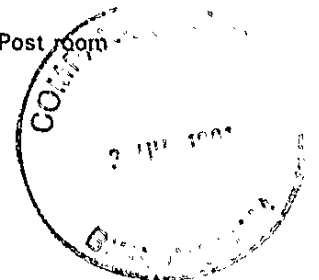
Time critical reference

For official use
Mortgage section

REGISTERED

- 2 JUL 1991

Post room



Short particulars of all the property mortgaged or charged (continued)

- (a) by way of legal mortgage all the freehold and leasehold property of the Company the title to which is registered at H.M. Land Registry together with all buildings fixtures (including trade fixtures) and fixed plant and machinery from time to time thereon;
- (b) by way of legal mortgage all other freehold and leasehold property of the Company now vested in it (whether or not registered at H.M. Land Registry) together with all buildings fixtures (including trade fixtures) and fixed plant and machinery from time to time thereon;
- (c) by way of first fixed charge all future freehold and leasehold property of the Company together with all buildings fixtures (including trade fixtures) and fixed plant and machinery from time to time thereon and all the goodwill and uncalled capital for the time being of the Company;
- (d) by way of first fixed charge all book debts and other debts now and from time to time due or owing to the Company (during the continuance of this security the Company shall pay into the Company's account with the Bank all moneys which it may receive in respect of the book debts and other debts hereby charged and shall not without the prior consent of the Bank in writing purport to charge or assign the same in favour of any other person and shall if called upon to do so by the Bank execute a legal assignment of such book debts and other debts to the Bank);
- (e) by way of a first floating charge all other the undertaking and assets of the Company whatsoever and wheresoever both present and future but so that the Company is not to be at liberty to create any mortgage or charge upon and so that no lien shall in any case or in any manner arise on or affect any part of the said premises either in priority to or *pari passu* with the charge hereby created and further that the Company shall have no power without the consent of the Bank to part with or dispose of any part of such premises except by way of sale in the ordinary course of its business.

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Particulars as to commission, allowance or discount

FOR BARCLAYS BANK PLC

Signed

Date

- 1 JUL 1991

Designation of position in relation to the company: MANAGER
COMPANY AND CREDIT INFORMATION SERVICES

FILE COPY



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

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

I hereby certify that a mortgage or charge dated the 26th JUNE 1991
and created by BARKER ROSS LIMITED

for securing all moneys now due, or hereafter to become due, or from time
to time accruing due from the company to BARCLAYS BANK PLC

on any account whatsoever

was registered pursuant to Chapter I Part XII of the Companies Act
1985, on the 2nd JULY 1991

Given under my hand at the Companies Registration Office,
Cardiff the 8th JULY 1991

No. 2234535

A handwritten signature in dark ink, appearing to read 'P. R. Reynolds'.

P. R. REYNOLDS.
an authorised officer

C.69a

Dx
8/7/91
Pm

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COMPANIES FORM No. 403a

Declaration of satisfaction in full or in part of mortgage or charge

403a

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this margin

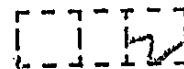
Pursuant to section 403(1) of the Companies Act 1985

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

* Insert full name
of company

To the Registrar of Companies

For official use Company number



2234535

Name of company

BARKER ROSS LIMITED

I, ERIC JAMES ANDERSON
of 33 SANDALWOOD ROAD, Loughborough, LEICESTERSHIRE LE13 3AR

† Delete as
appropriate

fu ~~a director~~ [the secretary] ~~the administrator~~ ~~the administrative receiver~~† of the above company, do
solemnly and sincerely declare that the debt for which the charge described below was given has been
paid or satisfied in ~~[full]~~ [part]†

‡ Insert a
description of the
instrument(s)
creating or
evidencing the
charge, eg
'Mortgage',
'Charge',
'Debenture' etc.

Date and Description of charge: 26TH JUNE 1991 DEBENTUREDate of Registrations: 26TH JUNE 1991Name and address of [chargee][trustee for the debenture holders] BARCLAYS BANK PLC
KNIGHTSBRIDGE P.O. BOX 40 LONDON SW3 1QQ

§ The date of
registration may
be confirmed
from the
certificate

Short particulars of property charged: _____

¶ Insert brief
details of
property

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the
provisions of the Statutory Declarations Act 1835.

Declared at 23 FRIAR LANE
LEICESTER

Declarant to sign below

the 27th day of JANUARY
one thousand nine hundred and ninety four
before me John J. OWSTON B.Sc. LL.B. LL.M.

E J Anderson

23 FRIAR LANE
LEICESTER LE1 5RD
A Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for Oaths

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

ERIC JAMES ANDERSON
C/O BARKER ROSS LTD
46148 CHURCHGATE
LEICESTER LE1 4AS

For official use

REGISTERED

28 JAN 1994

Post room

28 JAN 1994

OYEZ

The Solicitors' Law Stationery Society Ltd., Oyez House, 7 Spa Road, London SE16 3QQ

Companies M403a

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