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COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

Please do not
write in
this margin

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

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

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2549191

Name of Company

* QUADRAMATIC PLC /

* insert full name
of company

Date of creation of the charge

19th August 1996

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

Letter of Offset

Amount secured by the mortgage or charge

All sums due or to become due by Quadramatic PLC and/or Coin Controls Limited and/or Coin Controls International limited and/or Kestrel Injection Moulders Limited and/or Combined Optical Industries Limited and/or Quota Group Limited and/or Datapaq Limited and/or Automatic Systems Laboratories Limited and/or Comark Limited and/or Coil Holdings Limited and/or Coin Industries Limited and/or Cal Controls Limited and/or Hampton Mouldings Limited

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

THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND INCORPORATED BY ACT OF PARLIAMENT AND HAVING THEIR OFFICE AT THE MOUND, EDINBURGH

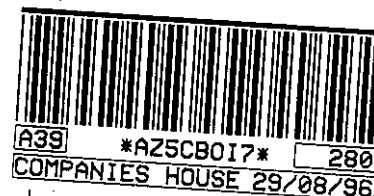
Postcode

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

Bank of Scotland
Legal Services
2 Castle Terrace
Edinburgh EH1 2YA

For Official Use
Mortgage Section

Post Room



Time critical reference

Short particulars of all the property mortgaged or charged

Please do not
write in
this margin

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

The balance at credit of any accounts held by The Governor and Company of the Bank of Scotland in name of Quadramatic PLC

Particulars as to commission, allowance or discount (note 3)

Signed

TSUMMIS

Date

28/8/96

On behalf of ~~company/mortgagee/chargee~~ BANK OF SCOTLAND

† 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, e.g. "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.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 02549191

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LETTER OF OFFSET DATED THE 19th AUGUST 1996 AND CREATED BY QUADRAMATIC PLC FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY AND/OR ALL OR ANY OF THE OTHER COMPANIES NAMED THEREIN TO the GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 29th AUGUST 1996.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 12th SEPTEMBER 1996 .

Jennifer V Tonks
JENNIFER V TONKS

for the Registrar of Companies



C O M P A N I E S H O U S E

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