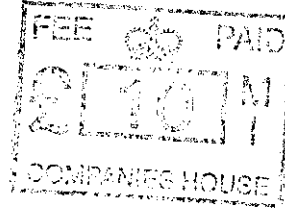


M**COMPANIES FORM No. 395****Particulars of a mortgage or Charge****395**Please do not
write in
this margin

Pursuant to section 395 of the Companies Act 1985

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

2

2633994

Name of company

* Stan Enterprises Limited

Date of creation of the charge

6th June 2001

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

FIRST PARTY CHARGE OVER CREDIT BALANCES

Amount secured by the mortgage or charge

All monies due or to become due from Stan Enterprises Limited
to the chargee on any account whatsoever.

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

Bank Leumi (UK) plc, 20 Stratford Place, London, W1N 9AF

Postcode W1N 9AF

Presentor's name, address and
reference (if any):Bank Leumi (UK) plc
20 Stratford Place
London
W1N 9AF

Time critical reference

For Official use
Mortgage Section

Post room



Short particulars of all property mortgaged or charged

The Mortgagor has charged by way of first fixed charge all monies from time to time held to the credit of the Mortgagor by the Bank on any current, deposit or other account or accounts which the Mortgagor may now or hereafter have with the Bank or under any deposit receipt ("the Deposit Monies").

{*N.B.*: the Mortgagor shall not without the prior written consent of the Bank be entitled to receive, withdraw, assign, charge, encumber or otherwise deal with the Deposit Monies unless and until the Bank is satisfied that the liabilities referred to in the Charge shall have been discharged in full to the satisfaction of the Bank.}

Please do not write in this margin

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

Particulars as to commission allowance or discount (note 3)

—

Signed

On behalf of [Company] [mortgagee/chargee]*

Date

16 June 2001

* 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 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 that 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 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. The address of the Registrar of Companies is Companies House, Crown Way, Cardiff, CF4 3TS.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 02633994

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A FIRST PARTY CHARGE OVER CREDIT BALANCES DATED THE 6th JUNE 2001 AND CREATED BY STAN ENTERPRISES LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO BANK LEUMI (UK) PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 15th JUNE 2001.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 19th JUNE 2001.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

P. Pam.



Companies House

— for the record —