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COMPANIES FORM No. 395 562528/10
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.

CHFP025

Please do not
write in
this margin

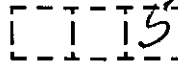
Please complete
legibly, preferably
in black type, or
bold block lettering

*insert full name
of Company

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies
(Address overleaf - Note 6)

For official use / Company number



2666866

Name of company

* Avonside Group Holdings Limited (the Company)

Date of creation of the charge

7 April 2003

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

Mortgage Debenture in respect of Units 1-5 Holden Road Industrial Estate, Leigh, Cheshire as is registered at H M Land Registry under Title Numbers GM565948 and GM831938 (the Debenture)

Amount secured by the mortgage or charge

All moneys obligations and liabilities (whether existing on 7 April 2003 or thereafter arising, whether actual or contingent) which were on 7 April 2003 or which may at any time and from time to time thereafter be due, owing, or incurred by the Company to the Bank (as defined below) on any account or otherwise howsoever (whether solely or jointly with any other person and whether as principal or surety) together with interest and other bank charges so that interest shall be calculated and compounded in accordance with the practice of the Bank from time to time as well after as before any demand made or judgment obtained under the Debenture (the Secured Obligations).

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

National Westminster Bank Plc (the Bank), a Company incorporated under the laws of England and Wales and having its registered office at 135 Bishopsgate, London

Postcode EC2M 3UR

Please return
via
CH London Counter

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

Anton Wilde Sapte
1 Fleet Place
London
EC4M 7WS

NMP/ASM/70205.4/6222184

Time critical reference

For official Use
Mortgage Section

Post room



LD5
COMPANIES HOUSE

0390
15/04/03

Short particulars of all the property mortgaged or charged

As a continuing security for the payment or discharge of the Secured Obligations (together with all costs and expenses howsoever incurred by the Bank in connection with this Mortgage Debenture on a full indemnity basis), the Company with full title guarantee on 7 April 2003 charged:

- (i) by way of legal mortgage any property referred to in the schedule to the Debenture (Units 1-5 Holden Road Industrial Estate, Leigh, Cheshire registered at HMLR under Title Numbers GM565948 and GM831983 (the legally mortgaged property) and the proceeds of sale thereof
- (ii) by way of specific equitable charge all estates or interests in any freehold and leasehold property (except the legally mortgaged property) on 7 April 2003 and at any time during the continuance of this security belonging to or charged to the Company (the equitably charged property) and the proceeds of sale thereof
- (iii) by way of specific charge all plant machinery vehicles computers and office and other equipment both present and future (excluding all stock in trade) and the full benefit of all warranties and maintenance contracts for any of the same

(cont'd....1)

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)

Nil

Signed

Deaton Wilde Supte

Date

14/04/03

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

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

CHFP025

**Particulars of a mortgage or charge
(continued)**Please do not
write in this
binding marginContinuation sheet No 1
to Form No 395 and 410 (Scot)Please complete
legibly, preferably
in black type, or
bold block lettering

Company Number

2666866

Name of Company

Avonside Group Holdings Limited (the Company)

Limited*

* delete if
inappropriate

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

(iv) by way of specific charge all stocks shares and other securities now and at any time during the continuance of this security belonging to the Company either in or issued by any of its subsidiary companies or any other company and all dividends and other rights in relation thereto

(v) by way of specific charge all book debts and other debts (including without limitation rents) on 7 April 2003 and from time to time due or owing to the Company

(vi) by way of specific charge its goodwill and the benefit of any licences and all patents applications inventions trademarks trade names registered designs copyrights know-how and any other intellectual property rights

(vii) by way of floating security its undertaking and all its property assets and rights whatsoever and wheresoever existing on 7 April 2003 and/or future including those for the time being charged by way of specific charge pursuant to the Debenture if and to the extent that such charges as aforesaid shall fail as specific charges but without prejudice to any such specific charges as shall continue to be effective.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 02666866

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A MORTGAGE DEBENTURE (IN RESPECT OF UNITS 1-5 HOLDEN ROAD INDUSTRIAL ESTATE, LEIGH, CHESHIRE; TITLE NUMBERS GM565948 AND GM831938) DATED THE 7th APRIL 2003 AND CREATED BY AVONSIDE GROUP HOLDINGS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO NATIONAL WESTMINSTER BANK PLC ON ANY ACCOUNT WHATSOEVER UNDER THE TERMS OF THE AFOREMENTIONED INSTRUMENT CREATING OR EVIDENCING THE CHARGE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 15th APRIL 2003.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 17th APRIL 2003.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —