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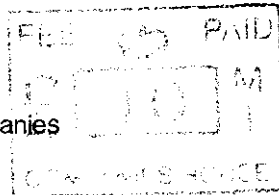
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legibly, preferably
in black type, or
bold block lettering

*insert full name
of company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985



To the Registrar of Companies

For official use

Company number

[121]

2666866

Name of company

* AVONSIDE GROUP LIMITED (the "Company")

Date of creation of the charge

4 August 1999

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

Mortgage Debenture (the "Debenture") dated 4 August 1999 between the Company and Lombard NatWest Discounting Limited (the "Bank")

Amount secured by the mortgage or charge

All moneys, obligations and liabilities (whether present or future actual or contingent) which may at the date of the Debenture or at any time thereafter may be or become due owing or incurred by the Company to the Bank 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 the 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 (together with all costs and expenses howsoever incurred by the Bank in connection with the Debenture on a full indemnity basis including (for the avoidance of doubt) all amounts the Bank may from time to time require to compensate it for its internal management and administrative costs and expenses incurred in connection with the enforcement of the Debenture and recovery of the liabilities secured by it).

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

Lombard NatWest Discounting Limited, Smith House, Elmwood Avenue,
Feltham, Middlesex.

Postcode TW13 7QD

Presentor's name address and
reference (if any);

13.8-99
33
Wilde Sapte
1 Fleet Place
London
EC4M 7WS

Ref: NJC/CYH/170831/BF386199

Time critical reference

For official use
Mortgage Section

Post room



(i) By way of legal mortgage any property referred to in the schedule below (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) at the date of the Debenture and at any time during the continuance of the security created by the Debenture 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;

(Continued on continuation sheet no.2/BF386201)

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

Particulars as to commission allowance or discount (note 3)

NIL

Signed

Wilde Septe

Date

11/8/99

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

† delete as appropriate

- 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.

COMPANIES FORM No. 395 (Cont.)

Continuation Sheet No 1

Company Number

2666866

Name of company

AVONSIDE GROUP LIMITED (the "Company")

Amount due or owing on the mortgage or charge (continued)

Company Number

2666866

Name of company

AVONSIDE GROUP LIMITED (the "Company")

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

(iv) by way of specific charge all stocks, shares and other securities at the date of the Debenture and at any time during the continuance of the security created by the Debenture 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) at the date of the Debenture and from time to time due or owing to the Company (the "Debts");

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

(vii) by way of floating security its undertaking and all its property assets and rights whatsoever and wheresoever present and/or future including those for the time being charged by way of specific charge pursuant to (i) to (vi) 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.

Note: The Company covenanted in the Debenture that it shall not without the consent in writing of the Bank:

(a) in relation to the Legally Mortgaged Property and the Equitably Charged Property exercise the statutory power of leasing and/or accept surrenders of leases conferred on mortgagors; or

(b) part with the possession of the Legally Mortgaged Property and/or the Equitably Charged Property or any part thereof nor confer upon any person, firm, company or body whatsoever any licence, right or interest to occupy the Legally Mortgaged Property and/or the Equitably Charged Property or any part thereof; or

(c) sell, factor, discount or otherwise charge or assign the Debts in favour of any other person or purport to do so; or

(d) in relation to the property assets and rights subject to the floating charge create any mortgage or charge ranking in priority to or pari passu with the floating charge and/or sell the whole or except in the ordinary course of business any part of the Company's undertaking.

SCHEDULE

None

FILE COPY

CANCELLED



CANCELLED

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

CANCELLED

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

CANCELLED

COMPANY No. 02666866

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A MORTGAGE DEBENTURE DATED THE 4th AUGUST 1999 AND CREATED BY AVONSIDE GROUP LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO NATIONAL WESTMINSTER BANK PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 11th AUGUST 1999.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 16th AUGUST 1999.

CANCELLED

CANCELLED

CANCELLED

CANCELLED

THIS CERTIFICATE HAS TODAY BEEN
CANCELLED AND A FRESH CERTIFICATE
ISSUED IN ITS PLACE.

Peter C. Footbridge

25.8.99.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



COMPANIES HOUSE

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 DATED THE 4th AUGUST 1999 AND CREATED BY AVONSIDE GROUP LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO LOMBARD NATWEST DISCOUNTING LIMITED ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 11th AUGUST 1999.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 16th AUGUST 1999.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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