



Particulars of a mortgage or charge

395

Please do not
write in this
binding margin

Pursuant to section 395 of the Companies Act 1985

MS4

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

* insert full name
of company

To the Registrar of Companies

For official use

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Company Number

2701593

Name of Company

* OBJECTEXIST LIMITED now K/A RAINFORD GROUP HOLDINGS LIMITED

Date of creation of the charge

17 May 1992

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

Mortgage Debenture

Amount secured by the mortgage or charge

All liabilities of the Company present and future actual and/or contingent to National Westminster Bank PLC

69a

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

National Westminster Bank PLC

41 Lothbury

London

Postcode

EC2P 2BP

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

National Westminster Bank PLC
Legal Services - Securities Dept.
King's Cross House
200 Pentonville Road
London N1 9HL

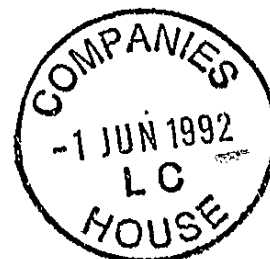
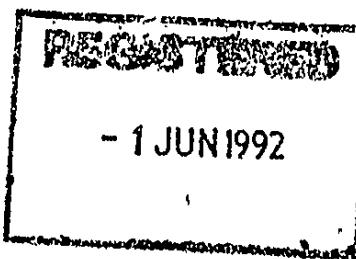
Presentor's Reference
and/or telephone number

071-239 8205

Time critical reference

For official use
Mortgage Section

Post room



2 JUN 1992

MSY S.C.

Short particulars of all the property mortgaged or charged

(a) A specific equitable charge over the company's estate or interest in all freehold or leasehold properties for the time being belonging to or charged to the Company other than the property hereinafter described and the proceeds of sale thereof.

(b) A specific charge over all stocks shares or other securities in any subsidiary companies or any other company for the time being.

(c) A specific charge over all Book and other Debts for the time being but so that the Company shall pay into the Company's account with the Bank all moneys which it may receive in respect of such debts and shall not without the prior consent in writing of the Bank sell factor discount or otherwise charge or assign the same in favour of any other person or purport to do so and the Company shall if called upon so to do by the Bank from time to time execute legal assignments of such book debts and other debts to the Bank.

(d) A specific charge over its goodwill and the benefit of any licences.

(e) A floating charge over the undertaking and all other property and assets present and future but so that the Company shall not without the Bank's consent create any mortgage or charge ranking in priority to or pari passu with this charge.

X X X X change by X X X X legal mortgage over the underneathed property X X X X and the proceeds
X of the sale thereof

Please do not
write in this
binding margin



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

Particulars as to commission allowance or discount

Nil

Per pro
National Westminster Bank PLC
Legal Services - Securities Dept.
King's Cross House
200 Pentonville Road, London N1 9PL

Please see notes below.

Signed W. Keith Allen

Date _____

On behalf of mortgagee,

Autonomous Structures

Notes

(a) A description of the instrument, eg 'Trust Deed', 'Mortgage', 'Debenture', etc. as the case may be, should be given.

(b) The rate of interest payable under the terms of the Debentures should not be entered.



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 17th MAY 1992 and created by OBJECTEXIST LIMITED now known as RAINFORD GROUP HOLDINGS LIMITED

for securing all moneys now due, or hereafter to become due, or from time to time accruing due from the company to NATIONAL WESTMINSTER BANK PLC on any account whatsoever

was registered pursuant to chapter I Part XII of the Companies Act 1985, on the 1st JUNE 1992

Given under my hand at the Companies Registration Office, Cardiff the 4th JUNE 1992

No. 2701593

S. A. JENKINS
an authorised officer

Lc

mc

C69a

COMPANIES FORM No. 395
PARTICULARS OF A MORTGAGE OR CHARGE
Pursuant to section 395
of the Companies Act 1985

To the Registrar of Companies

(2)

W76C

For official use

Company number

☐ ☐ ☐

2701593

Name of company

RAINFORD GROUP HOLDINGS LIMITED

Date of creation of the charge

3 August 1993

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

COLLATERAL DEBENTURE

Amount secured by the mortgage or charge

ALL moneys and liabilities now or at any time or times hereafter due or owing or incurred by Rainford Group Limited to the chargee in any manner whatever.

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

3i [GROUP] PLC whose registered office is at 91 Waterloo Road London

Postcode SE1 8XP

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

Lee Crowder
24 Harborne Road,
Edgbaston
Birmingham, B15 3AD

Ref: GLM.DC.IC070100

Time critical reference

For official use

Mortgage section

REGISTERED

- 5 AUG 1993

Post room



Short particulars of all the property mortgaged or charged

1. FIXED CHARGES upon:-

~~(A) THE company's property described in the attached schedule marked 'Schedule A' together with all buildings and fixtures (including trade fixtures) and fixed plant and machinery from time to time thereon and therein;~~

(B) ALL other freehold and leasehold property of the company both present and future together with all buildings and fixtures (including trade fixtures) and fixed plant and machinery from time to time thereon and therein;

~~(C) THE company's plant machinery chattels or other equipment described in the attached schedule marked 'Schedule ' together with all additions alterations accessories replacements and renewals of component parts thereto and together with the benefit of any obligations and warranties given by any manufacturer or supplier or any other party in respect of the mortgaged property to or in favour of the company and the benefit of all maintenance agreements entered into between the company and any such third party;~~

(D) THE goodwill and the uncalled capital of the company both present and future;

(E) THE book debts and other debts due or owing to the company both present and future.

2. FLOATING CHARGES upon:-

(A) THE stock-in-trade work-in-progress pre-payments investments quoted on a recognised stock exchange and cash of the company both present and future;

(B) ALL other the undertaking and all other property and assets of the company both present and future;

(C) ANY property and assets of the company both present and future not charged by way of fixed charge.

NOTE: The company shall not be entitled to create any mortgage or charge upon and no lien shall in any case or in any manner arise on or affect any part of the property or assets charged by the collateral debenture except as specified in writing by the chargee.

Particulars as to commission allowance or discount

NIL

Signed



Date 4 August 1993

On behalf of (company) (mortgagee/chargee)*

*delete as appropriate

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 3rd AUGUST 1993
and created by RAINFORD GROUP HOLDINGS LIMITED

for securing all moneys now due, or hereafter to become due, or from time
to time accruing due from RAINFORD GROUP LIMITED to 3i GROUP plc

on any account whatsoever

was registered pursuant to Chapter I Part XII of the Companies Act
1985, on the 5th AUGUST 1993

Given under my hand at the Companies Registration Office,
Cardiff the 9th AUGUST 1993

No. 2701593

P. Jones
P. JONES

an authorised officer

C.69a(Y4)

POST
9-8
HL.

Particulars of a mortgage or charge

395

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies

For official use Company number

02701593

Name of company

*RAINFORD GROUP HOLDINGS LIMITED (the "Company")

Date of creation of the charge

30 June 1994

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

A Fixed and Floating Charge (the "Fixed and Floating Charge") dated 30 June 1994 and made between the Bank (as hereinafter defined) and the Company.

Amount secured by the mortgage or charge

All monies and liabilities which now are or shall at any time hereafter be due owing or incurred to the Bank by the Company whether actually or contingently and whether solely or jointly with any other person and whether as principal or surety in any way whatsoever.

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

Midland Bank plc, whose registered office is at Poultry in the City of London (the "Bank")

Postcode EC2P 2BX

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

ADDLESHAW SONS & LATHAM
DENNIS HOUSE
MARSDEN STREET
MANCHESTER
M2 1JD

Time critical reference

For official use
Mortgage Section

Post room

RECEIVED

-6 JUL 1994



J09LW2PM

JMAI RECEIPT DATE: 06/07/94

Please see continuation sheet

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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 Adalshaw Sons & Hathorn Date 5 July 1994

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.

Continuation.....

Short particulars of all the property mortgaged or charged

- (i) By way of first fixed charge all book debts and other debts now and from time to time hereafter due owing or incurred to the Company other than such of the said debts as the Bank may have specifically agreed in writing to exclude from such fixed charge (hereinafter collectively called "the debts").
- (ii) By way of first fixed charge all goodwill and uncalled capital for the time being of the Company.
- (iii) By way of first fixed charge all patents patent applications inventions trade marks trade names registered designs copyrights know how and other intellectual property rights and all licences and ancillary rights and benefits including all royalties fees and other income deriving from the same both present and future of the Company; and
- (iv) By way of floating charge all other the undertaking of the Company and other its property whatsoever and wheresoever both present and future including its uncalled capital for the time being and such of the book debts and other debts referred to in (i) to (iii) above which are not charged hereunder by way of first fixed charge (collectively "the assets").

NOTE:

The Company shall not except with the prior written consent of the Bank:-

- (a) purport to create or permit to subsist over all or any of the debts any mortgage charge lien pledge or other security other than the Fixed and Floating Charge; or
- (b) release exchange compound set-off grant time or indulgence in respect of or in any other manner deal with all or any of the debts save as expressly provided for in the Fixed and Floating Charge; or
- (c) create or permit to subsist over all or any of the assets any mortgage charge lien pledge or other security ranking in priority to or pari passu with the Fixed and Floating Charge; or
- (d) part with sell or dispose of all or except in the ordinary course of the Company's business and for the purpose of carrying on the same any of the assets; or

- (e) deal with its book or other debts or securities for money forming part of the assets otherwise than in the ordinary course of getting in and realising the same which course shall not include or extend to the selling or assigning or in any other way factoring or discounting of any of the said debts or securities.

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CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 02701593

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A FIXED AND FLOATING CHARGE DATED THE 30th JUNE 1994 AND CREATED BY RAINFORD GROUP HOLDINGS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO MIDLAND BANK PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 6th JULY 1994.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 11th JULY 1994.

R. M. GROVES

for the Registrar of Companies

Post
11/7/94
CW



COMPANIES HOUSE

HC026B

M

COMPANIES FORM No. 403a

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

20/9.

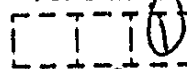
403a

Please do not
write in
this margin

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

For official use

Company number



2701593

To the Registrar of Companies

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

Name of company

* RAINFORD GROUP HOLDINGS LIMITED

* insert full name
of company

I, JOHN KEITH ACORNLEY
of 9 ULVIET GATE, HIGH LEGH, KNUTSFORD, CHESHIRE WA16.6TT

* delete as
appropriate

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

a director/the secretary 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: 17 MAY 1992 MORTGAGE DEBENTURE

Date of Registrations 1 JUNE 1992

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

NATIONAL WESTMINSTER BANK PLC.

o the date of
registration may be
confirmed from the
certificate

Short particulars of property charged: ALL FREEHOLD & LEASEHOLD PROPERTIES,
THE UNDERTAKING, ALL PROPERTY ASSETS, GOODWILL, BOOK DEBTS &
LICENCES.

§ 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

ST HELENS MERSEYSIDE

Declarant to sign below

the 20th day of September

one thousand nine hundred and ninety-four

before me [Signature]

A Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for Oaths

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

For official Use

Mortgage Section
REGISTERED

17 SEP 1994

Post room



COMPANIES HOUSE 17/09/94