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COMPANIES FORM No. 395

Particulars of a mortgage or charge

CHWP000

Please do not
write in
this margin

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

A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge.

Pursuant to section 395 of the Companies Act 1985

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

For official use

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Name of company

* insert full name
of Company

* Thorns Group Plc

Date of creation of the charge

25th June 2004

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

Invoice Finance Agreement between Thorns Group Plc ("the Company") (1) and Davenham Trade Finance Limited ("the Lender") (2)

Amount secured by the mortgage or charge

All monies the discharge of all obligations the Company have or may have to the Lender pursuant to the Invoice Finance Agreement

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

DAVENHAM TRADE FINANCE LIMITED of 8 St John Street, Manchester

Postcode M3 4DU

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

New Business Davenham Trade
Finance. Ltd.
8 St John Street, Manchester

Time critical reference

For official Use
Mortgage Section

Post room



A07
COMPANIES HOUSE

0138
29/06/04

Short particulars of all the property mortgaged or charged

The Company with full title guarantee HEREBY CHARGES with the payment or discharge of all moneys and liabilities hereby covenanted to be paid or discharged by the Company:

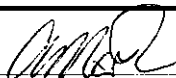
a)•BY way of all book and other debts, revenues and claims both present and future and all things in action due or owing, or which may be due and owing to or purchased or owned by the Company which have not vested in the Lender pursuant to the Invoice Finance Agreement. At any time after the Lender has demanded payment of any money or the discharge of any obligations or liabilities secured by this charge on the Company, we may exercise without further notice and without the restrictions contained in Section 103 of the Law of Property Act 1925 (the "Act") all the powers conferred upon the mortgages by the Act.

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



Date

25/6/08

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:-

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 02990964

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT AN INVOICE FINANCE AGREEMENT DATED THE 25th JUNE 2004 AND CREATED BY THORNS GROUP PLC FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO DAVENHAM TRADE FINANCE LIMITED 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 29th JUNE 2004.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 1st JULY 2004.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —