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COMPANIES FORM No. 395

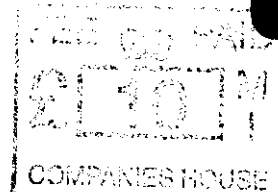
BARC E10
713614

395

Please do not
write in
this margin

Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

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

To the Registrar of Companies

For official use Company number

2

3071324

Name of company

*Ximed Group plc

*Insert full name
of company

Date of creation of the charge

24th May 2001

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

Debenture

Amount secured by the mortgage or charge

All sums due or owing to the Lender (Battlebridge Nominees Ltd)
under the terms of any borrowing arrangement between the parties (clause 2)

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

Battlebridge Nominees Ltd

37 Market Place

Chippenham

Postcode

SN15 3HT

Presenter's name, address and
reference (if any):Brookstreet Des Roches
1, Des Roches Square
WITNEY
OX8 6BNFor official use
Mortgage section

Time critical reference

KWB-V. Ximed. Deb.

Short particulars of all the property mortgaged or charged

- (a) by way of legal mortgage all freehold or leasehold property of the Borrower
(b) by way of fixed charge all freehold or leasehold property hereafter belonging
(c) by way of fixed charge all interests not hereinbefore effectively charged now or hereafter belonging to the Borrower in or over land
(d) by way of fixed charge all plant and machinery
(e) by way of fixed charge all goodwill and uncalled capital
(f) by way of fixed charge all stocks shares etc
(g) by way of fixed charge all rights and interests in insurances
(h) by way of fixed charge all patents and other intellectual property
(i) by way of fixed charge all book debts
(j) by way of floating charge all assets not charged by fixed charge

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 9-6-01

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

*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.

Page 2

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03071324

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 24th MAY 2001 AND CREATED BY XIMED GROUP PLC FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO BATTLEBRIDGE NOMINEES LIMITED UNDER THE TERMS OF ANY BORROWING AGREEMENT BETWEEN THE PARTIES WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 12th JUNE 2001.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 14th JUNE 2001.

*PBE
Nad*



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES