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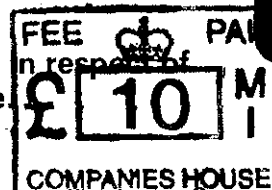
* Insert full name
of company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

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



395

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

Name of company

*** GENERAL MANAGEMENT SYSTEM LIMITED**

(the "Company")

Date of creation of the charge

30TH JUNE 2003

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

Legal Mortgage (the "Mortgage") made between (1) the Company and (2) AIB Group (UK) p.l.c. (the "Bank")

Amount secured by the mortgage or charge

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

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

**AIB Group (UK) p.l.c.
4 Queen's Square
BELFAST.**Postcode **BT1 6NP**

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

Howard Kennedy
19 Cavendish Square
London W1A 2AW
DX 42748 Oxford Circus
North

Time critical reference
JB3/011994.00024

For official use
Mortgage section

Post room



Short particulars of all the property mortgaged or charged

By way of Legal mortgage the freehold/leasehold property known as **Units 1 & 2 Fallows Way, Whiston, Merseyside**

(part of the Property is registered at H.M. Land Registry under Title No: **MS236572**
("the Mortgaged Property"))

The Company also charged by way of specific charge the goodwill and connection of the business or businesses from time to time carried on by or for the account of the Company upon all or any part of the Mortgaged Property ("the Goodwill").

The Company also charged by way of floating security all moveable plant, machinery, implements, furniture, equipment, stock-in-trade, work-in-progress and other chattels of the Company at any time placed on or used in or about the Mortgaged Property.

The Company covenants with the Bank not to create or permit to subsist any mortgage, charge or other encumbrance in favour of any third party of or affecting the Mortgaged Property (including the Goodwill and the property charged by way of floating security) or any part or parts thereof without the prior written consent of the Bank.

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A fee of £10 is
payable to
Companies House
in respect of each
register entry for a
mortgage or
charge.
(See Note 5)

Particulars as to commission allowance or discount (note 3)

NIL

Signed

Date **3rd July 2003**

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.
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 CF4 3UZ.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03145666

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL MORTGAGE DATED THE 30th JUNE 2003 AND CREATED BY GENERAL MANAGEMENT SYSTEMS LTD FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO AIB GROUP (UK) PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 4th JULY 2003.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 8th JULY 2003.

DX
Rw



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES