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Companies Form No. 395

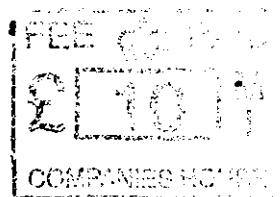
Particulars of a mortgage or charge

AI £10
501520

395

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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

[] [] [] []

03386007

Name of company

* insert full name
of company

AIRCORN DISTRIBUTION LIMITED ("the Company")

Date of creation of the charge

24 day of APRIL 2001

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

MORTGAGE DEBENTURE 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.
20/22 MARLBOROUGH PLACE
BRIGHTON

postcode BN1 1UB

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

SAME AS ABOVE



Time critical reference

For official Use
Mortgage Section

Post room

A26
COMPANIES HOUSE

A817F84Q

0556
25/04/01

Short particulars of all the property mortgaged or charged

1. A fixed equitable charge over the Company's estate or interest in all freehold and/or leasehold property now or at any time belonging to or charged to the Company (other than the property described in 8 below) and the benefit of all other agreements or licences relating to land to which from time to time the Company is a party or otherwise entitled and all buildings, fixtures (including trade fixtures) and any fixed plant and machinery owned by the Company thereon from time to time and the proceeds of sale of all or any of the foregoing ("the Equitably Charged Property").
2. (a). A fixed charge over all book debts and other debts now or at any time due or owing to the Company and (subject to the following proviso) all moneys which the Company receives in respect thereof but so that in the absence of specific written instructions from the Bank to the contrary the Company shall pay into the Company's current account with the Bank or if directed by the Bank into a special or specific designated account with the Bank either in the name of the Company or the Bank or in the joint names of the Company and the Bank or into such other account as the Bank may direct all moneys which it may receive in respect thereof 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 to do so by the Bank from time to time execute legal assignments of such book and other debts to the Bank. Provided that prior to the Mortgage Debenture becoming enforceable, in the absence of any directions to the contrary from the Bank any moneys in respect of the said book and other debts received by the Company and paid into the Company's current account with AIB Group (UK) p.l.c. shall be released from the fixed charge and shall become subject to the floating charge referred to in (7) below.

(b). A fixed charge over all credit balances of the Company with the Bank or with other bankers or other third parties but so that the Company shall inform the Bank of the existence of any such credit balances and shall if so directed by the Bank transfer such credit balances into an account with the Bank and the Company shall not without the prior written consent of the Bank sell or otherwise charge or assign the same in favour of any other person or purport to do so.

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legibly, preferably
in black type, or
bold block lettering

Particulars as to commission allowance or discount (note 3)

NIL

Signed

Date

24/04/2001

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 The address of the Registrar of Companies is:

Companies House,
Crown Way,
Maindy,
CARDIFF CF4 3UZ

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COMPANIES FORM No. 395 (Cont.) AND FORM No. 410 (Scot)(Cont.)

CHA230

Particulars of a mortgage or charge
(Continued)

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

Continuation sheet No. 1
to Forms Nos 395 and 410 (Scot)

Company number

03386007

Name of company

* Delete if
inappropriate

ARCOM DISTRIBUTION

Limited*

Description of the instrument creating or evidencing the mortgage or charge (continued) (note 2)

MORTGAGE DEBENTURE

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**Please complete
legibly, preferably
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Names, addresses and descriptions of the mortgagees or persons entitled to the charge (continued)

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

3. A fixed charge over all stocks, shares and/or other securities now or at any time owned by the Company (including, without prejudice to the generality of the foregoing, loan capital indebtedness or liabilities on any account or in any manner owing to the Company) in (or from) any body corporate together with all rights in respect of or incidental to such stock, shares and other securities ("the Securities").
4. A fixed charge over the goodwill, licences, patents, patent applications, trademarks, copyrights, rights in the nature of copyright, registered designs and all other intellectual property rights now or at any time belonging to the Company ("the Goodwill and Intellectual Property").
5. A fixed charge over the uncalled capital of the Company now or at any time hereafter in existence and future calls (whether made by the directors of the Company or by a receiver appointed under the terms of the Mortgage Debenture or a liquidator).
6. A fixed charge over all plant, machinery, vehicles, computers and office and other equipment now or at any time belonging to the Company (other than insofar as it is part of the Company's stock in trade)("the Equipment").
7. A floating charge over the undertaking and all other property, assets and rights present and future of the Company but so that the Company shall not without the prior consent in writing of the Bank create any mortgage or charge ranking in priority to or pari passu with this floating charge or sell or otherwise dispose of the whole or, except in the ordinary course of trading and for full value, any part of the Company's undertaking.
8. A charge by way of Legal Mortgage over the following property and the proceeds of sale thereof ("the Legally Mortgaged Property"):-

N.B. The Mortgage Debenture contains, inter alia, the following additional restrictions prohibiting the Company without the prior consent in writing of the Bank from:-

- (a) creating any mortgage, or other security interest over the Equitably Charged Property, the Goodwill and Intellectual Property, the Securities the Equipment or the Legally Mortgaged Property or any part of or interest in the same;
- (b) exercising the statutory power of leasing and/or accepting surrenders of leases conferred on mortgagors with reference to the Equitably Charged Property and the Legally Mortgaged Property; and
- (c) parting with possession of the Equitably Charged Property or the Legally Mortgaged Property or any part thereof or conferring upon any person, firm, company or body whatsoever any licence or right to occupy it or any part thereof.

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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. 03386007

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A MORTGAGE DEBENTURE DATED THE 24th APRIL 2001 AND CREATED BY AIRCOM DISTRIBUTION LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO AIB GROUP (UK) P.L.C. ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 25th APRIL 2001.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 30th APRIL 2001.

A handwritten signature in the bottom left corner of the page.



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES