COMPANIES FORM No. 395

Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

COUTTS 10.15A
FEE PAID £10 M
COMPANIES HOUSE

395

Please do not write in this margin

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

* insert full name of company

To the Register of Companies

For official use (2)

Company Number 3568597

Name of company

* SHARPTONE LIMITED T/A SPROAT AND HARVEY

Date of creation of the charge

20TH MAY 1999

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

MORTGAGE DEBENTURE

Amount secured by the mortgage or charge

All liabilities of the Company present and future actual and/or contingent to Coutts & Co

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

Coutts & Co

Registered Office: ~~15, Lombard Street, London~~ 440 STRAND LONDON WC2R 0QS

Postcode ~~EC3V 9AU~~

Presentor's name, address and reference (if any):
Coutts & Co
Address: ST MARTINS OFFICE
440 STRAND
LONDON
WC2R 0QS
Presentor's reference and/or telephone number
STM/ST 0171-753-1409

Time critical reference
AS ABOVE

For official use
Mortgage section

Post room

A06 *A5W0RGI0* 573
COMPANIES HOUSE 21/05/99

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 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 licenses.

(e) A floating charge over the undertaking and all the other property and assets present and the 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.

(f) A charge by way of legal mortgage over the undermentioned property and the proceeds of sale thereof. NONE

Please do not write in this margin

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

10

Particulars as to commission allowance or discount (note 3)

Nil

pre pro Coutts & Co

Address: St Martins Office
440 Strand
London
WC2R 0QS

Please see notes below.

Signed [signature] Date 20th May 1999

On behalf of [~~company~~] [mortgage/~~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 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 verification and where this is given by a body corporate it must be signed by an official of that body. A verified copy will also be accepted where section 398(4) applies (property situate on 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 absolute or conditionally, or
   (b) procuring or agreeing to produce 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.

FILE COPY

CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03568597

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A MORTGAGE DEBENTURE DATED THE 20th MAY 1999 AND CREATED BY SHARPTONE LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO COUTTS & CO ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 21st MAY 1999.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 25th MAY 1999.

REGISTRAR OF COMPANIES FOR ENGLAND AND WALES

THE OFFICIAL SEAL OF THE REGISTRAR OF COMPANIES

COMPANIES HOUSE

HC026B