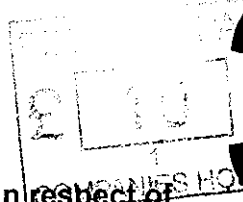


M

COMPANIES FORM No. 395

Particulars of a mortgage or charge



395

CHFP021

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

Please do not
write in
this margin

Pursuant to section 395 of the Companies Act 1985

052126/10

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

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

For official use

Company number

1

03730967

Name of company

* **BARROUGH LIMITED**

* insert full name
of Company

Date of creation of the charge

17 DECEMBER 2004

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

DEBENTURE

Amount secured by the mortgage or charge

All or any monies and liabilities which shall from time to time be due, owing or incurred in whatsoever manner to the chargee by the Company, whether actually or contingently, solely or jointly and whether as principal or surety.

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

The Governor and Company of the Bank of Scotland

Beauclerc House, 3 Queens Road

Reading, Berkshire

Postcode **RG1 4AR**

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

**Morgan Cole
Apex Plaza, Forbury Road,
Reading Berkshire RG1 1AX
GSC.61918.43**

Time critical reference

For official Use
Mortgage Section

Post room



A02
COMPANIES HOUSE

A0X011JX

0568
31/12/04

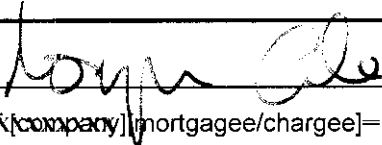
See Rider A

Please do not
write in
this margin

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

Particulars as to commission allowance or discount (note 3)

Signed



Date

21/12/24

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:-

RIDER A

Barrough Limited
Company number: 03730967

Short Particulars of all the property mortgaged or charged

1. By way of fixed charge:-
 - 1.1 All estates or interests in any freehold or leasehold property belonging to the Company now or at any time after the date of the Debenture together with all buildings, fixtures (including trade and tenant's fixtures) and plant and machinery which are at any time on such property;
 - 1.2 All present and future interests of the Company in or over land or the proceeds of sale of it. All present and future licences of the Company to enter upon or use land and the benefit of all other agreements relating to land to which it is or may become party or otherwise entitled and all fixtures (including trade and tenant's fixtures) which are at any time on the property charged under the Debenture;
 - 1.3 All present and future plant and machinery and all other present and future chattels of the Company (excluding stock and work in progress);
 - 1.4 All present and future stocks, shares and other securities owned (at law or in equity) by the Company and all rights and interests accruing or offered at any time in relation to them;
 - 1.5 All rights and interests in and claims under all policies of insurance and assurance held or to be held by or insuring to the benefit of the Company and the benefit rights and claims to which the Company is now or may be entitled under any contracts;
 - 1.6 All patents, patent applications, trade marks, trade mark applications, trading names, brand names, service marks, copyrights, rights in the nature of copyright, moral rights, inventions, design rights, registered designs, all trade secrets and know-how, computer rights, programmes, systems, tapes, disks, software, all application for registration of any of them and other intellectual property rights held or to be held by the Company or in which it may have an interest and the benefit of all present and future agreements relating to the use of or licensing or exploitation of any such rights (owned by the

Company or others) and all present and future fees, royalties or similar income derived from or incidental to any of the foregoing in any part of the world;

- 1.7 All the Company's goodwill and uncalled capital for the time being;
- 1.8 All present and future book and other debts and monetary claims of the Company whether payable now or in the future and the benefit of all present and future rights and claims of the Company against third parties relating to them and capable of being satisfied by the payment of money;
- 1.9 All present and future bank accounts, cash at bank and credit balances of the Company with any bank or other person whatsoever and all rights relating or attaching to them (including the right to interest);
2. By way of floating charge, all assets not effectively otherwise mortgaged, charged or assigned by the Debenture.
3. By way of assignment (subject to the right of the Company to redeem such assignment upon payment or discharge in full of the secured liabilities):-
 - 3.1 all the right, title and interest of the Company in and to any interest rate hedging agreements entered into by any person; and
 - 3.2 all the right, title and interest of the Company in and to any agreement to which the Company is a party except to the extent that it is subject to any fixed charge created under the Debenture.

The Company will not without the previous consent of the chargee:-

1. create or attempt to create or permit to subsist any mortgage, charge, lien or encumbrance on all or any of its assets;
2. sell, transfer, assign, factor, lease or otherwise dispose of or part with possession in any way of all or any of its assets (other than any assets the subject of a floating charge on arms length terms in the ordinary course of trading); or
3. in any way dispose of the equity of redemption of any such asset or any interest in any such asset.

r:\company commercial\61918 bank of scotland\61918.43\docs\2004 11 30 rider a to debenture barrough.doc

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03730967

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 17th DECEMBER 2004 AND CREATED BY BARROUGH LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 31st DECEMBER 2004.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 7th JANUARY 2005.

[Handwritten signature]



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES