

# M

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legibly, preferably  
in black type, or  
bold block lettering

\* insert full name  
of Company

## COMPANIES FORM No. 395

### Particulars of a mortgage or charge

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

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number

2111

3774448

Name of company

\* Primagraphics (Holdings) Limited

Date of creation of the charge

15 September 1999

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

Guarantee and Debenture

Amount secured by the mortgage or charge

All actual contingent, present and/or future obligations and liabilities of the Chargor to Roy Leonard White, John Michael Foxton and Christine Harris, (and any person to whom the B Loan Stock may be transferred), under or pursuant to the £1,501,592 variable rate secured subordinated Loan Stock due 2009 of Primagraphics (Holdings) Limited created pursuant to the B Loan Stock Instrument dated 15 September 1999.

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

Roy Leonard White  
Greengarth, 4A The Avenue, Godmanchester, Huntingdon (as agent and trustee of the B Loan Stock Holders from time to time)

Postcode PE18 8AF

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

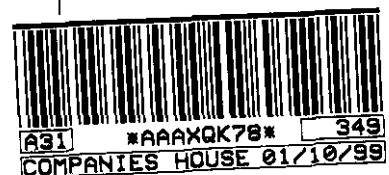
Hewitson Becke+Shaw  
Shakespeare House  
42 Newmarket Road  
Cambridge  
CB5 8EP

JTD/

Time critical reference

For official Use  
Mortgage Section

Post room



Short particulars of all the property mortgaged or charged

1. by way of legal mortgage all estates or interests in the freehold, leasehold and other immovable property and the proceeds of sale thereof and all buildings and trade and other fixtures on any such property belonging to or charged to the Chargor (the "Legally Mortgaged Property").
2. by way of fixed charge all estates or interests in any freehold, leasehold and other immovable property now or at any time during the continuance of this security belonging to the Chargor (other than the Legally Mortgaged Property) and the proceeds of sale thereof and all buildings and trade and other fixtures from time to time on any such property belonging to or charged to the Chargor.
3. by way of fixed charge all plant, machinery, vehicles, computers and office and other equipment owned by the Chargor both present and future.
4. by way of fixed charge all book debts and other debts now and from time to time due or owing to the Chargor and all moneys which the Chargor receives in respect thereof.

(Please see continuation sheet)

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

Particulars as to commission allowance or discount (note 3)

Nil

Signed



Date 29 September 1999

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:-  
Companies House, Crown Way, Cardiff CF4 3UZ

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

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write in this  
binding margin

**Particulars of a mortgage or charge  
(continued)**

Continuation sheet No 1  
to Form No 395 and 410 (Scot)

CHA 116

Please complete  
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Company Number

3774448

Name of Company

Primagraphics (Holdings)

Limited\*

\* delete if  
inappropriate

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

5. by way of fixed charge all balances standing to the credit of any current, deposit or other account of the Chargor with any bank, financial institution or similar third party (including inter alia any account designated a realisation account for the proceeds of disposals of any of the assets of the Chargor).

6. by way of fixed charge all stocks, shares, debentures, bond, notes and loan capital of:  
(i) any subsidiary; and  
(ii) any other body corporate;  
and all rights to subscribe for, redeem, convert other securities into or otherwise acquire any of the same which may now or hereafter belong to the Chargor, together with all dividends, interests and other income and all other rights of whatsoever kind deriving from or incidental to any of the foregoing

7. by way of fixed charge the goodwill of the Chargor and its uncalled capital now or at any time hereafter in existence.

8. by way of fixed charge all copyrights, patents, patent applications, licences, trade marks, tradenames, know-how and inventions or other rights of every kind deriving therefrom now or at any time hereafter belonging to the Chargor and all fees, royalties and other rights of every kind deriving from such copyrights, patents, trade marks, tradenames, know-how and inventions.

9. by way of floating charge the whole of the Chargor's undertaking and all its property, assets and rights, whatsoever and wheresoever, present and future, other than any property or assets from time to time or for the time being effectively mortgaged or charged.

Amount due or owing on the mortgage or charge (continued)

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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. 03774448

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A GUARANTEE AND DEBENTURE DATED THE 15th SEPTEMBER 1999 AND CREATED BY PRIMAGRAPHICS (HOLDINGS) LIMITED FOR SECURING ALL OBLIGATIONS AND LIABILITIES DUE OR TO BECOME DUE FROM THE COMPANY TO ROY LEONARD WHITE, JOHN MICHAEL FOXTON AND CHRISTINE HARRIS UNDER OR PURSUANT TO THE GUARANTEE AND DEBENTURE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 1st OCTOBER 1999.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 5th OCTOBER 1999.



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



COMPANIES HOUSE

HC026B