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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

Pursuant to section 395 of the Companies Act 1985

395

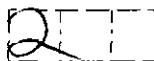
A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge.

382510110

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

For official use Company number

Name of company



3786161

* LOMBARDY COURT VCT LIMITED ("the Company")

Date of creation of the charge

12 APRIL 2003

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

Trust Debenture dated 12 April 2003 between (1) the Company and (2) Close Brothers Venture Capital Trust PLC ("the Lender")

Amount secured by the mortgage or charge

All monies (including interest) which are or at any time may become due or owing by the Company to the Lender or for which the Company may be or become liable to the Lender in any manner whatsoever under a Loan Stock Deed made by the Company on 18 January 2000 whereby the Company issued to the Lender secured loan stock (the "Secured Obligations").

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

Close Brothers Venture Capital Trust PLC
12 Appold Street, London

Postcode EC2A 2AW

Presentor's name, address and
reference (if any):(Ref: SSD/0871494/L437437)
Osborne Clarke
26 Old Bailey
Hillgate House EC4M 7HW
DX 466 LDEFor official use
Mortgage section

Post room

A36
COMPANIES HOUSE0182
16/04/03

Time critical reference

Com 395-1/2

Short particulars of all the property mortgaged or charged

Please see attached schedule

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in black type or
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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)

Signed

Date

12 April 2003

On behalf of [XXXXXX] [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.

LOMBARDY COURT VCT LIMITED

("the Company")

Company No: 3786161

Schedule to Form 395

Definitions

"the Lender" means Close Brothers Venture Capital Trust PLC (Company No. 3142609) whose registered office is situated at 12 Appold Street, London, EC2A 2AW;

"Secured Obligations" means all or any monies (including interest) which are now or at any time hereafter may become due or owing by the Company to the Lender or for which the Company may be or become liable to the Lender in any manner whatsoever in accordance with the Loan Stock Deed;

"Loan Stock Deed" means an instrument dated 18 January 2000 made by the Company (and as amended from time to time) whereby the Company will issue to the Lender 14 per cent Secured Loan Stock;

Schedule Part I: Short particulars of all the property mortgaged or charged

1. Security

- 1.1 The Company hereby charges with full title guarantee to the Security Trustee as security for the payment and discharge of all the Secured Obligations:

FIRST - The property vested in it and described in **Schedule II** attached hereto together with all buildings and fixtures (including trade fixtures) and fixed plant and machinery from time to time thereon and therein;

SECOND - All other freehold and leasehold property vested in it both present and future together with all buildings and fixtures (including trade fixtures) and fixed plant and machinery from time to time thereon and therein;

THIRD - All plant, machinery, vehicles and other equipment now or hereafter owned by the Company together with the benefit of any obligations and warranties given by the manufacturer or supplier of such plant, machinery or other equipment and the benefit of all

maintenance agreements entered into between the Company and any other person in respect of such plant, machinery and other equipment;

FOURTH - All shares and stock in the capital of any company which as at the date hereof or at any time hereafter is owned by the Company or in which the Company otherwise has an interest together in all cases with all rights arising in relation thereto;

FIFTH - The benefit of all present and future licences (statutory or otherwise) held in connection with its business or the user of any property the subject of the security created by or pursuant to this Debenture and the right to recover and receive all compensation which may at any time become payable to it in respect thereof;

SIXTH - All licences and patents (including applications and the rights to apply therefor), copyrights, rights in trademarks whether registered or not, trade names, rights in service marks whether registered or not, registered designs, know-how and rights in confidential information now or at any time belonging to it;

SEVENTH - The goodwill and the uncalled capital of the Company both present and future;

EIGHTH - The debts due or owing to the Company both present and future (whether or not the sum is such as would in the ordinary course of business be entered in the books relating to such business);

NINTH - All benefits in respect of all contracts and policies of insurance (including, for the avoidance of any doubt, all cover notes) which are from time to time taken out by or (to the extent of such interest) in which the Company has an interest including, without limitation, keyman policies (if any) in respect of the lives of directors, officers or employees of the Company;

TENTH - The stock-in-trade and work-in-progress, prepayments, investments quoted on a recognised stock exchange and cash of the Company both present and future; and

ELEVENTH - The undertaking and all other property and assets of the Company both present and future,

all and any of the property and assets FIRST through ELEVENTH described above being the "**Charged Property**".

Schedule II

Land on the south-east side of Montgomery Road, Ipswich registered under title number SK 202684.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03786161

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A TRUST DEBENTURE DATED THE 12th APRIL 2003 AND CREATED BY LOMBARDY COURT VCT LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO CLOSE BROTHERS VENTURE CAPITAL TRUST PLC UNDER THE TERMS OF THE AFOREMENTIONED INSTRUMENT CREATING OR EVIDENCING THE CHARGE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 16th APRIL 2003.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 23rd APRIL 2003.

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9/03



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —