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COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

COMPANIES HOUSE

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write in
this margin

Pursuant to section 395 of the Companies Act 1985

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220x22
017935

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

To the Registrar of Companies
(Address overleaf)

For official use

Company number

3829462

Name of company

*OPUS DIRECT MARKETING LIMITED (the "Company")

*
insert full name
of company

Date of creation of the charge

5th February 2001

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

DEBENTURE (the "Charge")

Amount secured by the mortgage or charge

All or any monies and liabilities which will for the time being (and whether on or at any time after demand) be due and payable, in whatsoever manner to the Chargee by the Company, whether actually or contingently, solely or jointly and whether as principal or surety and whether or not the Chargee shall have been an original party to the relevant transaction, and including interest, discount, commission and other lawful charges or expenses which the Chargee may in the course of its business charge or incur in respect of any of those matters or for keeping the Company's account, and so that interest shall be computed and compounded according to the Chargee's usual rates and practice as well after as before any demand made or decree obtained under the Charge (the "Secured Liabilities").

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

The Governor and Company of the Bank of Scotland, The Mound, Edinburgh (the "Chargee")

Postcode EH1 1YZ

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

Dundas & Wilson CS
Saltire Court
20 Castle Terrace
EDINBURGH EH1 2EN
AXW/ADCF/CLP/SJP/BOS001.0832

For official Use

Mortgage Section

Post room



A80
COMPANIES HOUSE

0258
07/02/01

Time critical reference

Short particulars of all the property mortgaged or charged

See Paper Apart 1

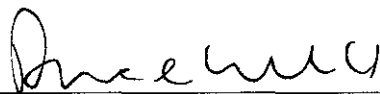
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Please complete
legibly, preferably
in black type or
bold block lettering

Particulars as to commission allowance or discount

N/A

Signed



Date

5/2/2001

On behalf of ~~[company]~~ [chargee]*

*
delete as
appropriate

The address of the Registrar of Companies is:-

Companies House, Crown Way, Cardiff CF4 3UZ

Paper Apart 1 to a Companies Form 395 in relation to a Debenture by Opus Direct Marketing Limited (Company Number 3829462) in favour of The Governor and Company of The Bank of Scotland created on 5th February 2001

Short particulars of all the property mortgaged or charged.

The Company charges to the Chargee as a continuing security and with full title guarantee for the payment or discharge of the Secured Liabilities:-

- 1.1.1 by way of legal mortgage all the freehold and leasehold property (including the property described in the Schedule to the Charge) now vested in it whether or not the title to the property is registered at H.M. Land Registry together with all present and future buildings, fixtures (including trade and tenant's fixtures), plant and machinery which are at any time on the property;
- 1.1.2 by way of fixed charge:-
 - 1.1.2.1 all future freehold and leasehold property belonging to the Company together with all buildings, fixtures (including trade and tenant's fixtures), plant and machinery which are at any time on the property;
 - 1.1.2.2 all present and future interests of the Company in or over land or the proceeds of sale of it and 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), plant and machinery which are at any time on the property charged under the Charge;
 - 1.1.2.3 all the Company's goodwill and uncalled capital for the time being;
 - 1.1.2.4 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, 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 of all rights and claims to which the Company is now or may be entitled under any contracts;
 - 1.1.2.5 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 applications 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;
 - 1.1.2.6 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 (save as charged under 1.1.2.4 above);
 - 1.1.2.7 all present and future plant and machinery not otherwise charged under Clause 3 of the Charge, the terms of which are set out in this Clause 1, and all other present and future chattels of the Company (excluding any of the same for the time being forming part of the Company's stock in trade or work in progress); and

- 1.1.2.8 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);
- 1.1.3 by way of floating charge all the Assets not effectively otherwise charged by Clause 3 of the Charge, including (without limitation) any immovable property of the Company in Scotland and any Assets in Scotland falling within any of the types mentioned in sub-clause 1.1.2 above.

These are the definitions applicable to the foregoing Companies Form 395 in relation to a Debenture by Opus Direct Marketing Limited (Company Number 3829462) in favour of The Governor and Company of The Bank of Scotland created on 5th February 2001

In the interpretation of this Form 395:-

1. **Assets** shall mean the whole of the property (including uncalled capital) which is or may be from time to time comprised in the property and undertaking of the Company;
2. The expression the **Chargee** will include persons deriving title from the **Chargee**;
3. References to **including** will not be construed restrictively but will be construed as meaning "including, without prejudice to the generality of the foregoing";
4. References to the Charge include the Schedule to the Charge;
5. References to the Charge and to any provisions of it shall be construed as references to it in force for the time being and as amended, varied, supplemented, substituted or novated from time to time;
6. References to statutes, statutory provisions and other legislation shall include all amendments, modifications and re-enactments for the time being in force;
7. Words importing the singular are to include the plural and vice versa;
8. References to a person are to be construed to include references to a corporation, firm, company, partnership, joint venture, unincorporated body of persons, individual or any state or any agency of a state, whether or not a separate legal entity; and
9. References to any person are to be construed to include that person's assignees or transferees or successors in title, whether direct or indirect.



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03829462

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 5th FEBRUARY 2001 AND CREATED BY OPUS DIRECT MARKETING 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 7th FEBRUARY 2001.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 8th FEBRUARY 2001.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

A handwritten signature in ink, appearing to be 'LJ'.