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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.



395

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number

112

3897071

Name of company

* Primequota Limited (the "Company")

Date of creation of the charge

22 December 2000

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

Mortgage of Shares (the "Mortgage")

Amount secured by the mortgage or charge

All monies, costs, charges, expenses, liabilities and obligations
whether certain or contingent which now or hereafter may be or become
due and owing by the Company to the Bank whether solely or jointly with
one or more persons and whether as principal debtor or guarantor or
surety.

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

KBC Bank N.V. a company incorporated in Belgium, registration number
623.074 and registered in England and Wales, company number FC021246)
whose registered branch office is at 7th Floor, Exchange House, Primrose
Street, London (the "Bank")

Postcode EC2A 2HQ

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

Maclay Murray & Spens
3 Glenfinlas Street
Edinburgh
EH3 6AQ

p\kxf\forms\395\Primequota

Time critical reference

For official Use
Mortgage Section

Post room



Short particulars of all the property mortgaged or charged

See continuation sheet 1.

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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

Maclay R. J. + S.

Date

4/11/01

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 CF14 3UZ

Continuation sheet 1

To the Registrar of Companies

Name of company

Company number

Primequota Limited

3897071

Primequota Limited (the "Company")

Mortgage

The Company, as security for the payment of all the Secured Liabilities, charges in favour of the Bank:

- (a) by way of a first legal mortgage or first fixed charge all Shares held by it and/or any nominee on its behalf; and
- (b) by way of a first fixed charge all Related Rights.

For the purposes of this Form 395;

"Related Rights" means any dividend or interest paid or payable in relation to any Share and any rights, money or property accruing or offered at any time in relation to any Share by way of redemption, substitution, exchange, bonus or preference, under option rights or otherwise;

"Shares" means all of the shares in the share capital of Primequota (Dudley) Limited (company number 03995964), having its registered office at Sandiway House, Littledales Lane, Hartford, Northwich, Cheshire, CW8 2YA.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03897071

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A MORTGAGE OF SHARES DATED THE 22nd DECEMBER 2000 AND CREATED BY PRIMEQUOTA LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO KBC BANK N.V. ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 5th JANUARY 2001.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 9th JANUARY 2001.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —