

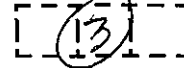
COMPANIES FORM No. 395**Particulars of a mortgage or charge****395****A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge**

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number



4081927

Name of company

* Clearoff Limited (the "Chargor")

Date of creation of the charge

5 September 2001

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

Deed of Charge dated 5 September 2001 entered into between the Company and the Chargee (as defined below) (the "Deed")

Amount secured by the mortgage or charge

The Secured Sums (as defined in Part 1 of the attached Schedule)

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

The Governor and Company of the Bank of Scotland (the "Chargee") of 38 Threadneedle Street, London

Postcode EC2P 2EH

Presentor's name address and
reference (if any):Lovells
65 Holborn Viaduct
London
EC1A 2DY

A6/MED/MJC/910056

Time critical reference

For official Use
Mortgage Section

Post room

LD4
COMPANIES HOUSE

L08R7304

0389
07/09/01**M**

CHFP025

Please do not
write in
this marginPlease complete
legibly, preferably
in black type, or
bold block lettering*insert full name
of Company

See Parts 2 and 3 of the attached Schedule.

NB. The attached Schedule contains covenants by and restrictions on the Chargor which protect and further define the charges and which must be read as part of the charges created.

Please do not write in this margin

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

Particulars as to commission allowance or discount (note 3)

N/A

Signed

Date

7 September 2001

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

SCHEDULE TO FORM 395 RELATING TO A DEED OF CHARGE GIVEN BY CLEAROFF LIMITED (4081927)

Part 1: Interpretation

In this Schedule, unless the context otherwise requires, the following words and expressions have the meanings respectively set opposite them:

"Deposit" means all sums of money in any currency:

- (a) deposited or paid by the Chargor to the credit of the Deposit Account with the Chargee and/or (where the context permits) any substitute account(s) after the date of the Deed opened with the Chargee for the deposit or holding of all or part of the money or interest subject to the security created by the Deed (including in each case such account as redesignated and/or renumbered from time to time); and
- (b) representing the renewal or replacement of or for any sums deposited or paid or held as set out in the foregoing paragraph.;

"Deposit Account" means Account no. 00629820; and

"Secured Sums" means all or any monies and liabilities which shall at the date of the Deed (and whether on or at any time after demand) or thereafter be due, owing or incurred in whatsoever manner to the Chargee by the Chargor whether or not the Chargee shall have been an original party to the relevant transaction and including interest discount commission and other lawful charges and expenses which the Chargee may in the course of its business charge in respect of those matters or for keeping the Chargor's account and so that interest shall be computed and compounded according to the usual Chargee rates and practice as well after as before any demand made or judgement obtained under the Deed.

Part 2: Details of the Property Mortgaged or Charged

The Chargor with full title guarantee charged the Deposit by way of first fixed charge to the Chargee.

Part 3: Covenants and Restrictions

The Chargor is prohibited by clause 5 of the Deed from assigning or creating, or permitting to subsist, any fixed or floating charge or other security of any kind or any trust over any money or interest subject to the security created by the Deed or its right or interest therein, or agreeing so to do, except in favour of the Chargee.

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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. 04081927

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEED OF CHARGE DATED THE 5th SEPTEMBER 2001 AND CREATED BY CLEAROFF 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 SEPTEMBER 2001.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 11th SEPTEMBER 2001 . .



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —