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COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

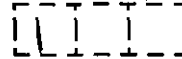
A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge.

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number



4204314

Name of company

* ARLACROSS LIMITED

Date of creation of the charge

23rd May 2001

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

The "A" Convertible Redeemable Secured Loan Note 2006

Amount secured by the mortgage or charge

ONE MILLION ONE HUNDRED THOUSAND POUNDS (£1,100,000.00)

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

Andrew Frederick Parker
Conifers Old Avenue
St. George's Hill
Weybridge, Surrey

Postcode KT13 0QD

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

Maxwell Batley
27 Chancery Lane
London
WC2A 1PA

287/217440

Time critical reference

For official Use
Mortgage Section

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Post room



Short particulars of all the property mortgaged or charged

As continuing security for the payment and discharge of all monies covenanted to be paid to the Noteholders the Company with full title guarantee hereby charges in favour of the Noteholders:-

1. by way of legal mortgage all freehold and leasehold property now vested in it together with all buildings fixtures (including trade fixtures) and fixed plant and machinery from time to time on that property
2. by way of fixed charge all estates or interests in any freehold and leasehold property of the Company (not being property charged by the above clause 1) now and in future vested in the Company together with all buildings fixtures (including trade fixtures) and fixed plant and machinery from time to time on that property
3. by way of fixed charge all the present and future goodwill of the Company subject to redemption on discharge of the liabilities hereby secured
4. by way of specific charge all stocks shares and or other securities now and at any time during the continuance of the Security belonging to it in any of its subsidiaries
5. by way of fixed charge all intellectual Property now and in the future belonging to the Company
6. by way of fixed charge all rights and interests of the Company howsoever arising and whether presently subsisting or created or acquired during the subsistence of the Security in and to all Intellectual Property which is or may during the subsistence of the Security be owned by or belonging to third parties or to which the Company is or in the future may be or become entitled and
6. by way of floating charge of all of each of the Company present and future undertaking and assets whatever and wherever including (without limitation) all other property and assets not subject to a fixed charge under this Deed

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)

Nil

Signed

Date 04 June 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



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 04204314

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A THE "A" CONVERTIBLE REDEEMABLE SECURED LOAN NOTE 2006 DATED THE 23rd MAY 2001 AND CREATED BY ARLACROSS LIMITED FOR SECURING £1,100,000.00 DUE OR TO BECOME DUE FROM THE COMPANY TO ANDREW FREDERICK PARKER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 8th JUNE 2001.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 12th JUNE 2001.

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Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES