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CHWP000

Please do not
write in
this marginPlease complete
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 £13 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

4 B

4439855

Name of company

* BLUEBACK LIMITED

Date of creation of the charge

23 NOVEMBER 2005

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

Debenture without written instrument dated 23 November 2005 and made between the Company and
lenders as set out in the attached schedule.

Amount secured by the mortgage or charge

Principal amount of £1,542,200 plus interest and other charges accrued thereon.

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

See attached schedule of lenders

Postcode

Presenter's name address and
reference (if any):Brown Rudnick
& Clifford ST
London W1S 2LQ

Time critical reference

For official Use (06/2005)
Mortgage Section

Post room

A23
COMPANIES HOUSE

AGBCH805

32
07/12/2005

Short particulars of all the property mortgaged or charged

Fixed and floating over all the assets of the Company (including, for the avoidance of doubt, book debts).

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

A. Murphy

Date 23/11/05

On behalf of [company] [mortgagee/chargee]†

A fee 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 A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge. 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 OF LENDERS

Name	Address
Scott Pielsticker	Flat 2, 39 St. Lukes Road, London, W11 1DD
Ausnoram Holdings	130 Adelaide Street West, Suite 3401, Toronto, M5H 3PS
A Baillie	90 St. Leonard's Avenue, Toronto, M4N 1K5
PF Little	14265 Weston Road, King City, Ontario, L7B 1K4
GM Curry	21 Roxborough St. East, Toronto, M4W 1V5
Vyco Limited	c/o 287 Oriole Parkway, Toronto, M5P 2H4
BMC Capital	8 Plymbridge Road, Toronto, M4N 2H5
Ivest Corporation	15 Birch Avenue, Toronto, M4V 1EI
Roppongi Investments Limited	Suite 300, 181 Bay Street, BCE Place, Toronto, M5J 2T3
Le Grand Soleil	c/o Citibank Switzerland (Attn: Sonia Vigliaturo), 16 Quai, General-Guisan, PO Box 3946, CH-1211 Geneva,
Bobby Banks	2 Albert Place, London, W8 5PD
Judy and Vance Sider	15 Agar Crescent, Toronto, M9B 5A4
Dr and Mrs Naiberg	43 Sunnydene Crescent, Toronto, M4N 3J5
Pat Curran	"Corringales" Dunmow Road, Hatfield Heath, Bishops Stortford, CM22 7BN
Andrew Kennedy	2 Edgarley Terrace, London SW6 6QF
Fairway Consultants	Lamorna, 38 Denham Lane, Chalfont St Peters, Bucks

CFO Associates Ltd	5 Poplar Avenue, Wyre Piddle, Pershore, Worcs. WR10 2RJ
Nick Butcher	Moorcroft, Abinger Lane, Abinger Common, Surrey RH5 6HZ
Steve Schwarz	12 Neasham Road, Ashby de la Zouch, Leicestershire LE65 2PF

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 04439855

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE WITHOUT WRITTEN INSTRUMENT DATED THE 23rd NOVEMBER 2005 AND CREATED BY BLUEBACK LIMITED FOR SECURING £1,542,200 AND ALL OTHER MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO SCOTT PIELSTICKER, AUSNORAM HOLDINGS, A BAILLIE FOR FURTHER DETAILS OF NAMES OF THE MORTGAGEES OR PERSONS ENTITLED PLEASE REFER TO THE FORM 395 WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 7th DECEMBER 2005.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 8th DECEMBER 2005.

Tom



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES