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CHFP118

Companies Form No. 395

ALC 0400002

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

Pursuant to section 395 of the Companies Act 1985

Please do not
write in this
margin

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

*insert full
name
of company

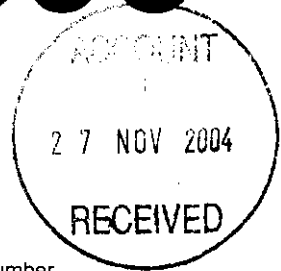
To the Registrar of Companies
(Address overleaf – note 6)

For official use

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Company number

04599079



Name of company

* Bluebell Heights Limited

(the "Company")

Date of creation of the charge

24th November, 2004

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

DEBENTURE

Amount secured by the mortgage or charge

All monies due, or to become due from the Company to the Chargee under the terms of the aforementioned Instrument creating or evidencing the charge.

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

CLYDESDALE BANK PLC incorporated under the Companies Acts and having their registered office at 30 St. Vincent Place, Glasgow G1 2HL

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

Clydesdale Bank PLC
20 Merrion Way
Leeds LS2 8NZ

Ref: 70401983/24295/ZM/03/040300

Time critical reference

For Official Use
Mortgage Section

Post Room



Short particulars of all the property mortgaged or charged

Legal Mortgage of:

All the freehold or leasehold property known as

All other freehold and leasehold property now vested in the Company:

First Fixed Charge on:

All freehold and leasehold property hereafter acquired by the Company;

All freehold and leasehold property now or in the future beneficially owned by but not vested in the Company;

All the plant, machinery and fixtures and fittings, furniture equipment implements and utensils now and in the future belonging to the Company;

All shares stocks and other securities held by the Company from time to time and any rights to the acquisition of any such shares stocks or securities;

All rights and interests of the Company in and claims under all policies of Insurance and assurance now or hereafter held by or insuring to the benefit of the Company;

All uncalled capital and goodwill for the time being of the Company;

All patents patent applications trade marks trade names registered designs copyrights licences and similar rights for the time being of the Company and all present or future agreements relating to the use by the Company of any intellectual property rights and all present or future agreements under which the Company is entitled to the payment of any royalty fee or similar income: and

All book debts and other debts now and from time to time hereafter due owing or incurred to the Company, other than such of the said Debts as the Bank may have specifically agreed in writing to exclude from such First Fixed Charge, ('the Charged Debts');

Floating Charge on:

All the property assets and undertaking of the Company both present and future not subject to a fixed charge:

But so that the Company shall:

Not without the prior written consent of the Bank create or attempt to create or permit to subsist any mortgage or charge upon or permit any lien or other encumbrance to arise on or affect all or any of the Company's property assets and undertaking;

Not without the prior written consent of the Bank part with sell or dispose of all or except in the ordinary course of the Company's business and for the purpose of carrying on the same any of the Company's property assets and undertaking except the Charged Debts;

Get in and realise the Charged Debts in the ordinary course of its business (which shall not include or extend to the selling or assigning or in any other way factoring or discounting the same).

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:



Dated:

26/11/04

On behalf of (Company/Mortgagee/chargee)

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, e.g. "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.
1. If any of the spaces on this form provide insufficient space the particulars must be entered on the prescribed continuation sheet.
2. Cheques and Postal Orders are to be made payable to **Companies House**.
3. The address of the Registrar of Companies is:-
Companies House, Crown Way, Cardiff CF14 3UZ

FILE COPY



**CERTIFICATE OF THE REGISTRATION
OF A MORTGAGE OR CHARGE**

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

COMPANY No. 04599079

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 24th NOVEMBER 2004 AND CREATED BY BLUEBELL HEIGHTS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO CLYDESDALE BANK PUBLIC LIMITED COMPANY UNDER THE TERMS OF THE AFOREMENTIONED INSTRUMENT CREATING OR EVIDENCING THE CHARGE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 27th NOVEMBER 2004.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 2nd DECEMBER 2004.

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



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES