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Please 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

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395

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

[3]

05101189

Name of company

* Frame 1 (2004) Limited

Date of creation of the charge

17th December 2007

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

Debenture

Amount secured by the mortgage or charge

All monies, liabilities, and obligations now or at any time hereafter due, owing or incurred by the
Company to the Trustees of the Patterson and Rothwell Directors Retirement Benefit Scheme (the
'Trustees')

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

Alan Rothwell, Andrew Rothwell and CRJ Trustees being the trustees of the Patterson & Rothwell
Directors Retirement Benefit Scheme of Barton Hall, Hardy Street, Manchester

Postcode M30 7NB

Presenter's name address and
reference (if any)

Atticus Legal LLP
Steam Packet House
76 Cross Street
Manchester
M2 4JU

For official Use (06/2005)

Mortgage Section

Post room

TUESDAY



ACSHWWL7

A07

18/12/2007

354

COMPANIES HOUSE

Time critical reference

Short particulars of all the property mortgaged or charged

By way of fixed charge -

- (i) all the plant and machinery vehicles computers and office and other equipment of the Company and all contracts, licences and warranties relating to the same,
- (ii) all intellectual property rights (including, without limitation, all rights in patents inventions copyrights design rights trademarks service marks database rights confidential information know-how domain names and business names) choses in action licences and claims of the Company present and future and the insurance policies and proceeds of any insurance from time to time affecting any of the charged property,
- (iii) all the goodwill and uncalled capital of the Company present and future,
- (iv) all stocks shares and other securities held by the Company from time to time in any company and all income and rights derived from or attaching to the same,
- (v) all benefits in respect of insurances including all claims and returns of premiums

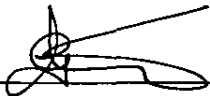
By way of floating charge all the undertaking and all property assets and rights of the Company present and future not subject to a fixed charge under the Debenture

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)

Signed



Date 17th October 2007

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 must be made payable to **Companies House**
- 6 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. 05101189

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 17th DECEMBER 2007 AND CREATED BY FRAME 1 (2004) LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO ALAN ROTHWELL ANDREW ROTHWELL AND CRJ TRUSTEES BEING THE TRUSTEES OF THE PATTERSON & ROTHWELL DIRECTORS RETIREMENT BENEFIT SCHEME ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 18th DECEMBER 2007

GIVEN AT COMPANIES HOUSE, CARDIFF THE 21st DECEMBER 2007.

A handwritten signature in black ink, appearing to be 'R. O.' or similar, written in a cursive style.



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES