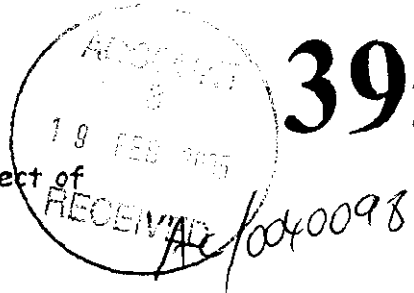


PARTICULARS OF A MORTGAGE OR CHARGE

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

For Official use

Company number

		1	05156297
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To the Registrar of Companies
(Address overleaf - Note 6)

-WP000

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nsert full name
f Company

Name of company

* FOOTCARE & RECRUITMENT LIMITED

Date of creation of the charge

15th February 2005

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

Fixed and Floating Charge

Amount secured by the mortgage or charge

The Company agrees with the Security Holder (as defined below):-

1. To pay the Secured Monies (as defined in the Fixed and Floating Charge) which are now or shall be owing and payable to The Royal Bank of Scotland Commercial Services Ltd "The Security Holder" in accordance with the terms of the transaction, security, instrument or other obligation giving rise to the Company's indebtedness to the Security Holder including those under the Financing Agreement, as defined in the Fixed and Floating Charge.
2. To discharge all obligations and liabilities whether accruing or contingent now or in the future due, owing or incurred to the Security Holder by the Company in whatever currency denominated and on whatever account and howsoever arising whether alone or jointly and in whatever style, name or form and whether as principal or surety.

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

The Royal Bank of Scotland Commercial Services Limited whose registered office is situated at Smith House, Elmwood Avenue, Feltham Middlesex TW13 7QD

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

CB/F6980

Time Critical reference

For Official Use
Mortgage Section

Postroom



A39
COMPANIES HOUSE

0319
19/02/05

"SEE RIDER ATTACHED"

Please do not
write in
this margin

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

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particulars as to commission allowance or discount (note 3)

Signed

Date

15/2/5

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

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.

A description of the instrument, eg "Trust Deed", "Debenture", "Mortgage", or "Legal charge", etc. as the case may be, should be given.

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.

If any of the spaces in this form provide insufficient space the particulars must be entered on the prescribed continuation sheet.

Cheques and Postal Orders are to be made payable to Companies House.

The address of the Registrar of Companies is:-

Companies House, Crown Way, Cardiff CF14 3UZ

Rider

2.1 As security for the payment of the Secured Monies, the Company with full title guarantee now gives the following mortgages and charges in favour of the Security Holder, namely:

2.1.1 a fixed charge by way of legal mortgage on all freehold and leasehold property owned by the Company, including but not limited to land of which the Company is registered as proprietor at H.M. Land Registry (details of which are set out in the Third Schedule to this deed);

2.1.2 a fixed charge on all of the following assets, whether now or in future belonging to the Company:

- (i) the freehold and leasehold properties of the Company not effectively mortgaged under clause 2.1.1 including such as may hereafter be acquired;
- (ii) all fixtures and fittings (including trade fixtures and fittings) and fixed plant and machinery in, on or attached to the property subject to the legal mortgage under clause 2.1.1 and all spare parts, replacements, modifications and additions for or to the same;
- (iii) any other freehold and leasehold property which the Company shall own, together with all fixtures and fittings (including trade fixtures and fittings) and fixed plant and machinery in, on or attached to such property and all spare parts, replacements, modifications and additions for or to the same;
- (iv) all plant and machinery and other equipment listed in the Fifth Schedule and all spare parts, replacements, modifications and additions for or to the same;
- (v) all fixed plant and machinery, including all spare parts, replacements, modifications and additions for or to the same, not listed in the Fifth Schedule;
- (vi) all goodwill, unpaid and/or uncalled capital of the Company;
- (vii) all the Company's Intellectual Property;
- (viii) all the Company's Securities;
- (ix) all loan capital, indebtedness or liabilities on any account or in any manner owing to the Company from any Subsidiary of the Company or a member of the Company's Group;
- (x) all amounts realised by an administrator or liquidator of the Company, upon enforcement or execution of any order of the Court under Part IV of the Insolvency Act 1986;

2.1.3 a fixed charge on all or any of the following assets, whether now in existence or coming into existence in future:

- (i) all documents of title to any item of property which at any time and for any purpose has been or may be deposited with the Security Holder;
- (ii) the assets mentioned in the title documents referred to in the immediately preceding sub-paragraph;

- (iii) all monies in the bank account specified in clauses 3.1.7 and 3.1.8(i) and Remittances in respect of which instructions to the Company's bankers have been given under clause 3.1.8(iii);
 - (iv) any account in the name of the Company under the control of or operated in accordance with the directions of the Security Holder;
- 2.1.4 a fixed charge on all the Company's Non-Vesting Debts, present and future;
 - 2.1.5 a fixed charge on all the Company's Related Rights, present and future, to the Non-Vesting Debts charged by clause 2.1.4;
 - 2.1.6 a floating charge on all the Company's Other Debts present and future;
 - 2.1.7 by way of floating charge the property, assets and rights of the Company referred to in clauses 2.1.1 to 2.1.5 inclusive if and insofar as the charges therein contained shall for any reason be ineffective as fixed charges;
 - 2.1.8 a floating charge on the remainder of the undertaking, property rights and assets of the Company whatsoever and wheresoever, both present and future, not subject to the above charges.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 05156297

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A FIXED AND FLOATING CHARGE DATED THE 15th FEBRUARY 2005 AND CREATED BY FOOTCARE + RECRUITMENT LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE ROYAL BANK OF SCOTLAND COMMERCIAL SERVICES LIMITED 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 19th FEBRUARY 2005.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 24th FEBRUARY 2005.



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES