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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.

24486/65
395

CHFP025

Please do not
write in
this margin

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

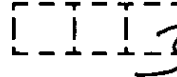
*insert full name
of Company

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number



05479695

Name of company

* Utopia Group Limited (the "Company")

Date of creation of the charge

26 September 2007

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

Floating charge between (1) the Company and (2) The Royal Bank of Scotland PLC (the "Bank") (the "Floating Charge")

Amount secured by the mortgage or charge

All the Company's liabilities to the Bank of any kind and in any currency (whether present or future actual or contingent and whether incurred alone or jointly with another) together with the Bank's charges and commission Interest and Expenses (the "Company's Obligations")

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

The Royal Bank of Scotland PLC, 2 St Philips Place, Birmingham

Postcode B3 2RB

Presenter's name address and
reference (if any)

Hammonds

Rutland House

148 Edmund Street

Birmingham 2

B3 2JR

For official Use (06/2005)

Mortgage Section

Post room

WEDNESDAY



A33

A0XWVTH8

03/10/2007

COMPANIES HOUSE

463

Time critical reference

SZA/ROY 292-0106

Short particulars of all the property mortgaged or charged

Please see continuation sheets 1 - 2

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 Hammonds

Date 02-10-07

On behalf of ~~XXXXXXXX XXXXXXXX~~ [chargee] †

**A fee is payable
to Companies
House in
respect of each
register entry
for a mortgage
or charge
(See Note 5)**

Notes

† delete as
appropriate

- 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

CONTINUATION SHEET 1

COMPANY: UTOPIA GROUP LIMITED

COMPANY NUMBER: 05479695

1 SHORT PARTICULARS OF ALL THE PROPERTY FLOATING CHARGE

1.1 Floating Charge

As a continuing security for the payment and discharge of the Company's Obligations, the Company grants to the Bank a floating charge over the whole of the property (including uncalled capital) which is or may be from time to time while the floating charge is in force comprised in the property and undertaking of the Company

1.2 Restrictions

Except with the previous written consent of the Bank

- (a) The Company will not create or permit to arise any fixed security or floating charge or lien (including in each case one which ranks after the Floating Charge as well as one which has priority over or ranks pari passu with the Floating Charge) on any of the Property and will ensure that no Subsidiary of the Company will create or permit to arise any fixed security or floating charge or lien on any of its undertaking property assets or rights other than in each case in favour of the Bank,
- (b) The Company will not and will ensure that no Subsidiary of the Company will realise its book debts or other debts by means of block discounting factoring or the like or deal with its book debts or other debts otherwise than by collecting them in the ordinary course of its business,
- (c) The Company will not and will ensure that no Subsidiary of the Company will dispose of any of its heritable, freehold or leasehold property or any interest or estate therein,
- (d) The Company will not and will ensure that no Subsidiary of the Company will dispose of any of its undertaking or any of its other property assets or rights other than in the ordinary course of business,
- (e) The Company will not and will ensure that no Subsidiary of the Company will grant or accept a renunciation or surrender of any lease or licence of or part with or share possession or occupation of its heritable freehold or leasehold property or any part of it,
- (f) The Company will not and will ensure that no Subsidiary of the Company will borrow or raise any money, and
- (g) The Company will not call up any uncalled capital or receive any uncalled capital in advance of calls

CONTINUATION SHEET 2

COMPANY: UTOPIA GROUP LIMITED

COMPANY NUMBER: 05479695

2 DEFINITIONS

"Expenses" means all expenses (on a full indemnity basis) incurred by the Bank or any Receiver at any time in connection with the Property or the Company's Obligations or in taking or perfecting this document or in assigning discharging preserving defending or enforcing the security created by this document or in exercising any power under this document or otherwise with Interest from the date they are incurred

"Interest" means interest at the rate(s) charged to the Company by the Bank from time to time

"Property" means the whole and any part of the property charged by paragraph 1 1 above

"Subsidiary" has the meaning given in section 736 of the Companies Act 1985

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No 05479695

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A FLOATING CHARGE DATED THE 26th SEPTEMBER 2007 AND CREATED BY UTOPIA GROUP LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE ROYAL BANK OF SCOTLAND plc ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 3rd OCTOBER 2007

GIVEN AT COMPANIES HOUSE, CARDIFF THE 9th OCTOBER 2007

DX agents



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES