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COMPANIES FORM No. 410(Scot)

Particulars of a charge created by a company registered in Scotland

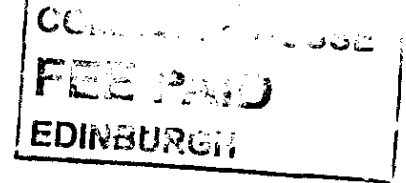
410

CHWP000

A fee of £10 (£13 for forms delivered on or after 1 February 2005) is payable to Companies House in respect of each register entry for a mortgage or charge

*Please do not
write in
this margin*

Pursuant to section 410 of the Companies Act 1985



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

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

For official use

Company number

2

SC211263

Name of company

* Evision Limited

** insert full name
of company*

Date of creation of the charge (note 1)

21 December 2005

Description of the instrument (if any) creating or evidencing the charge (note 1)

Floating Charge

Amount secured by the charge

Paper Apart 1

Names and addresses of the persons entitled to the charge

Paper Apart 2

Presenter's name address telephone
number and reference (if any):

Macdonalds, Solicitors,
279 Bath Street, Glasgow G2 4JL

JHW/EB

For official use (10/03)
Charges Section

Post room



Short particulars of all the property charged.

Please do not
write in
this margin

The whole of the property (including uncalled capital) which is or may be comprised in the property and undertaking of the company whatsoever and wheresoever both present and future.

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

Statement, in the case of a floating charge, as to any restrictions on power to grant further securities and any ranking provision (note 2)

The Company shall not be at liberty without first obtaining the written consent of the chargee to create any fixed security or any other Floating Charge in favour of any party whatsoever upon the property and assets of the company either in priority to or pari passu with this Floating Charge and whether or not the sums or any part thereof secured by such fixed security or Floating Charge shall have been advanced or become owing before or after the sum secured hereunder or any part thereof.

Particulars as to commission, allowance or discount paid (see section 413(3))

Nil

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

Signed Maccdonalds Date 9.1.2006

On behalf of [company] [chargee]†

Notes

1. A description of the instrument e.g. "Standard Security" "Floating Charge" etc, should be given. For the date of creation of a charge see section 410(5) of the Act. (Examples - date of signing of an Instrument of Charge; date of recording / registration of a Standard Security; date of intimation of an Assignment.)

2. In the case of a floating charge a statement should be given of (1) the restrictions, if any, on the power of the company to grant further securities ranking in priority to, or pari passu with the floating charge; and / or (2) the provisions, if any, regulating the order in which the floating charge shall rank with any other subsisting or future floating charges or fixed securities over the property which is the subject of the floating charge or any part of it.

3. A certified copy of the instrument, if any, creating or evidencing the charge, together with this form with the prescribed particulars correctly completed must be delivered to the Registrar of Companies within 21 days after the date of the creation of the charge. In the case of a charge created out of the United Kingdom comprising property situated outside the U.K., within 21 days after the date on which the copy of the instrument creating it could, in due course of post, and if despatched with due diligence, have been received in the U.K. Certified copies of any other documents relevant to the charge should also be delivered.

4. A certified copy must be signed by or on behalf of the person giving the certification and where this is a body corporate it must be signed by an officer of that body.

5. A fee of £10 (£13 for forms delivered on or after 1 February 2005) 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, 37 Castle Terrace, Edinburgh EH1 2EB
DX 235 Edinburgh or LP - 4 Edinburgh 2

† delete as
appropriate

Paper Apart 1

All monies (including sums due under a Guarantee of even date by Evison Limited and others in favour of the chargee), whether principal, interest or otherwise which now are or at any time hereafter may become due or owing to the registered holders of £330,000 Secured Convertible Loan Stock 2010 (Series A and Series B) created by Hallco 1323 Limited on 21st December 2005 ("the Stockholders") and or the chargee by the company either alone or jointly with any other person and all other liabilities whatsoever of the company to the Stockholders and or the chargee whether actual or contingent and whether as principal debtor, guarantor or otherwise together with all costs, charges and expenses and other sums on a full and unlimited indemnity basis howsoever incurred or to be incurred by the chargee or by or through any receiver, attorney, delegate or agent of the chargee (including without limitation the remuneration of any of them) for any of the purposes referred to in this floating charge or otherwise howsoever in relation to the security over the property and the assets hereby charged and all other costs, charges and expenses (whether in respect of litigation or not) incurred or to be incurred in the negotiation, preparation, realisation, enforcement collection or recovery or any monies from time to time arising under such security or in insuring, inspecting, repairing, maintaining, completing, managing, letting, realising or exercising any other power, authority or discretion in relation to the property and assets hereby charged or any part thereof or otherwise incurred or to be incurred under this Floating Charge

Paper Apart 2

YFM Private Equity Limited, St. Martin's House, 210-212 Chapeltown Road, Leeds, LS7 4HZ acting as agent and security trustee for the registered holders from time to time being of the £330,000 Secured Convertible Loan Stock 2010 (Series A and Series B) created by Hallco 1323 Limited and constituted by the Loan Stock Instrument dated 21st December 2005.

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**CERTIFICATE OF THE REGISTRATION
OF A CHARGE**

Company number 211263

I hereby certify that a charge created by

EVISION LIMITED

on 21 DECEMBER 2005

for securing ALL SUMS DUE, OR TO BECOME DUE

in favour of YFM PRIVATE EQUITY LIMITED

was delivered pursuant to section 410 of the Companies Act, 1985,
on 10 JANUARY 2006 given at Companies House, Edinburgh
12 JANUARY 2006



C O M P A N I E S H O U S E



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**