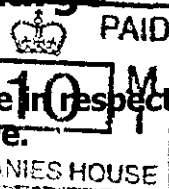


Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985



025605/10
395

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 Company number

3

551762

Name of company

* G J HANDY AND COMPANY LIMITED

Date of creation of the charge

14TH JUNE 2002

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

LEGAL CHARGE

Amount secured by the mortgage or charge

ALL MONIES NOW DUE OR HEREAFTER TO BECOME DUE OR FROM TIME TO TIME
ACCRUING DUE FROM THE COMPANY TO THE BANK UPON ANY ACCOUNT AND IN ANY
MANNER WHATSOEVER

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

BARCLAYS BANK PLC WHOSE REGISTERED ADDRESS IS 54 LOMBARD STREET LONDON
EC3P 3AH AND WHOSE ADDRESS FOR CORRESPONDENCE IS PO BOX 299 BIRMINGHAM

Postcode

B1 3PF

BOWER & BAILEY
~~77 College Court~~
OX 400901
Swinson 6
R6/SSP156622-
7384299-P135

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

Time critical reference

For official use
Mortgage section

Post room



Short particulars of all the property mortgaged or charged

FREEHOLD PROPERTY KNOWN AS UNIT A MEADOW ROAD CIRENCESTER GLOS GL7 1YA

Please do not
write in
this margin

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

A fee of £10 is
payable to
Companies House
in respect of each
register entry for a
mortgage or
charge.
(See Note 5)

Particulars as to commission allowance or discount (note 3)

Signed Bruce Sairey Date 1st July 2002

On behalf of [company] [mortgagee/chargee]*

*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. Cheques and Postal Orders are to be made payable to **Companies House**.
6. The address of the Registrar of Companies is:-

Companies House, Crown Way, Cardiff CF4 3UZ.

Page 2

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 00551762

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 14th JUNE 2002 AND CREATED BY G.J.HANDY & COMPANY LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO BARCLAYS BANK PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 2nd JULY 2002.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 4th JULY 2002.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —