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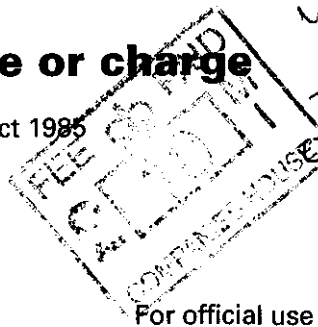
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legibly, preferably
in black type or
bold block
lettering

* Insert full name
of company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

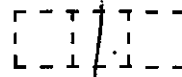
Pursuant to section 395 of the Companies Act 1985



395

To the Registrar of Companies

For official use Company number



1824366

Name of company

* IDEAL WINDOWS (UK) LIMITED

Date of creation of the charge

27TH JANUARY 2000

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

RENT DEPOSIT DEED

Amount secured by the mortgage or charge

The due and prompt performance of the covenants and the warranty on the part of the Tenant contained in a Lease dated 27th January 2000 made between Gaflac Nominees Limited (1) and Ideal Windows (UK) Limited (2) or in the Rent Deposit Deed

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

GAFLAC NOMINEES LIMITED OF PITHEAVLIS, PERTH, SCOTLAND PH2 0NH
(Registered in Scotland Number 2094339)

Postcode

PH2 0NH

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

SLAUGHTER AND MAY
35 BASINGHALL STREET
LONDON EC2V 5DB

JDXR/TRP

Time critical reference

For official use
Mortgage section

Post room



KLO
COMPANIES HOUSE

K4JMCNOG

0500
03/02/00

Short particulars of all the property mortgaged or charged

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The Tenant's interest in the Deposit Sum (including any interest earned thereon).

Where Deposit Sum means the greater of (a) £14,500 or (b) 50% of the rent first reserved by the Lease including any value added tax or other similar tax which may from time to time be payable thereon by the Tenant.

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

Particulars as to commission allowance or discount (note 3)

Signed Slaughter and May Date 2nd February, 2000
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.

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FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 01824366

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A RENT DEPOSIT DEED DATED THE 27th JANUARY 2000 AND CREATED BY IDEAL WINDOWS (UK) LIMITED FOR SECURING IN FAVOUR OF GAFLAC NOMINEES LIMITED THE DUE PROMPT PERFORMANCE OF THE COVENANTS AND THE WARRANTY ON THE PART OF THE TENANT (THE COMPANY) CONTAINED IN A LEASE DATED 27TH JANUARY 2000 OR IN THE RENT DEPOSIT DEED WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 3rd FEBRUARY 2000.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 7th FEBRUARY 2000.

*h.c.
G.P.*



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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