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

*insert full name
of company

Companies Form No.395

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

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

Name of company

* RENSBURG LIMITED

(the "Company")

Date of creation of the charge

12TH MARCH 2004

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

An Omnibus Letter of Set-Off (the "Letter")

Amount secured by the mortgage or charge

5. All money and liabilities whether actual or contingent (including further advances made thereafter by the Bank and secured directly or indirectly by the Letter) which then were or at any time thereafter may be due, owing or incurred from or by the Company or any one or more of the companies listed below (the "Companies") to the Bank anywhere or for which any one or more of the Companies may be or become liable to the Bank in any manner whatsoever without limitation (and whether alone or jointly with any other person and in whatever style, name or form and whether as principal or surety and notwithstanding that the same may at any earlier time have been due, owing or incurred to some other person and have subsequently become due, owing or incurred to the Bank as a result of a transfer, assignment or other transaction or by operation of law) whether in Sterling or any other currency (the "Liabilities").

The Companies

BHD SECURITIES PLC - 02146011 - CFC PARTNERS LIMITED - 02350532
BHD TRUSTEES LIMITED - 02350535 - JEFFREY MURRAY CAMPBELL LIMITED - 04172213
BHD REWARDS LIMITED - 02191565 - RENSBURG LIMITED - 02100864
BHD SECURITIES QUEST TRUSTEE LIMITED - 03696847
CAPITAL FOR COMPANIES LIMITED - 01718864

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

Lloyds TSB Bank plc DEPT 94.43, LEEDS SECURITIES CENTRE,

P.O. Box 5, 47, PARK ROW,

(the "Bank")

LEEDS.

Postcode

LS1 5UB

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

LEEDS SECURITIES CENTRE
LEEDS 1
L2/AP

Time critical reference

For official Use
Mortgage Section

Post room



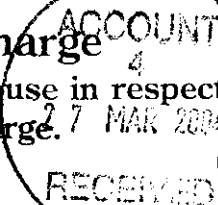
A56
COMPANIES HOUSE

0413
27/03/04

CORPORATE

40631 0599

395



02100864/10

Short particulars of all the property mortgaged or charged

Any sums or sums standing to the credit of any one or more of any present or future accounts of the Company with the Bank (including any accounts held in the Bank's name with any designation which includes the name of the Company) whether in Sterling or any other currency.

NOTE: By Clause 7 of the Letter, the Companies agreed that it would not (without the prior written consent of the Bank) assign, mortgage, charge or otherwise confer upon any third party any right, title or interest in or to any sum or sums standing to the credit of any one or more of the accounts for the time being of the Company with the Bank or otherwise dispose of any such sum or sums or agree to do any such thing, or allow any such third party right, title or interest to subsist (except in each case, in favour of or upon the Bank).

Please do not write in this binding margin

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

Particulars as to commission, allowance or discount (note 3)

NIL

Signed

M. Charnock

Date

25 MAR 2004

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.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 02100864

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT AN OMNIBUS LETTER OF SET-OFF DATED THE 12th MARCH 2004 AND CREATED BY RENSBURG LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY AND/OR ALL OR ANY OF THE OTHER COMPANIES NAMED THEREIN TO LLOYDS TSB BANK PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 27th MARCH 2004.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 1st APRIL 2004.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

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