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bold block lettering

* insert full name
of company

COMPANIES FORM No. 395

CD400064

Particulars of a mortgage or charge

395

A fee of £13 is payable to Companies House in respect of
each register entry for a mortgage or charge

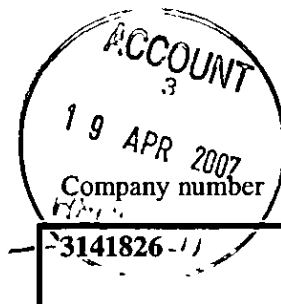
Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies

For official use

(Address overleaf - Note 6)

4



Name of Company

GAIA TECHNOLOGIES LTD

Date of creation of the charge

13TH APRIL 2007

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

ALL ASSETS DEBENTURE

Amount secured by the charge

All monies (in whatever currency), obligations and liabilities which are from time to time due, owing or incurred by the Chargor to Lloyds TSB Commercial Finance Limited, whether actually or contingently, solely or jointly and whether as principal or surety, including discount charges and interest (as well after as before judgment) commission and other fees and charges at the rates and on the terms agreed between the Chargor and Lloyds TSB Commercial Finance Limited from time to time, together with all Expenses and all amounts owing in respect of Indemnified Events plus, in each case, interest at the rate agreed with the Chargor, from the date the same are incurred to the date of payment in full compounded monthly or otherwise in accordance with Lloyds TSB Commercial Finance Limited's usual practice ["the Secured Liabilities"]

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

LLOYDS TSB COMMERCIAL FINANCE LIMITED

Postcode

Presenter's name address and
reference (if any)

LLOYDS TSB COMMERCIAL
FINANCE LIMITED
Clipper House
Chester Road, Stretford
Manchester
M32 8AF

Time critical reference

For official Use
Mortgage Section

Post Room

THURSDAY



A48

A119MOUP

19/04/2007

COMPANIES HOUSE

706

Short particulars of all the property mortgaged or charged

The Company with full title guarantee charges to Lloyds TSB Commercial Finance Limited

- by way of legal mortgage, the property (if any) described in Schedule 2 of the All Assets Debenture,
- by way of fixed charge any freehold or leasehold property (excluding property charged by the above clause) now and in the future owned by the Chargor or in which the Chargor may have an interest,
- by way of fixed charge all buildings, fixtures and fittings (including trade fixtures and fittings) from time to time in, on or attached to any of the Chargor's freehold or leasehold property,
- by way of fixed charge all of the Chargor's plant and machinery and other equipment listed in Schedule 3 of the All Assets Debenture and all spare parts, replacements, modifications and additions for or to such Equipment and the benefit of all manuals, instructions, warranties and maintenance agreements relating to such Equipment,
- by way of fixed charge any other plant, machinery, vehicles, computer equipment, furniture, tools and other equipment not disposed of in the ordinary course of the Chargor's business not listed in Schedule 3 of the All Assets Debenture and all spare parts, replacements, modifications and additions for and to such Equipment and the benefit of all manuals, instructions, warranties and maintenance agreements relating to such Equipment,

[Please see continuation sheet]

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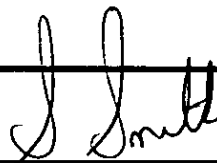
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Particulars as to commission allowance or discount (note 3)

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

Signed



Date 17TH APRIL 2007

On behalf of chargee

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

Short Particulars of all the property mortgaged or charged [continued]

- by way of fixed charge all Non Vesting Invoices and all cash in respect thereof,
- by way of fixed charge all Other Invoices required by Lloyds TSB Commercial Finance Limited to be paid into a Nominated Account and all cash in respect thereof,
- by way of fixed charge any credit balance on any Nominated Account,
- by way of fixed charge all the Chargor's goodwill and uncalled capital present and future,
- by way of fixed charge all the Chargor's Intellectual Property from time to time not disposed of in the ordinary course of the Chargor's business,
- by way of fixed charge all Securities from time to time owned by the Chargor or in which it has an interest,
- by way of fixed charge all loan capital, indebtedness or liabilities on any account or in any manner owing to the Chargor from any Subsidiary of the Chargor or a member of the Chargor's Group,
- by way of fixed charge all the Chargor's rights and claims (including to the return of premiums) under all insurance policies in which the Chargor has an interest from time to time,
- by way of floating charge all the Chargor's property, assets and rights from time to time not subject to a fixed charge under this Debenture (including any property or assets situated in Scotland)

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CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No 03141826

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT AN ALL ASSETS DEBENTURE DATED THE 13th APRIL 2007 AND CREATED BY GAIA TECHNOLOGIES PLC FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO LLOYDS TSB COMMERCIAL FINANCE LIMITED ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 19th APRIL 2007

GIVEN AT COMPANIES HOUSE, CARDIFF THE 23rd APRIL 2007

Handwritten signature



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES