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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)

For Companies House Company number

00895332

Name of company

* Chadwick Holdings Limited

Date of creation of the charge

21st December 2001

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

Debenture

Amount secured by the mortgage or charge

All the Company's indebtedness to Eagle Star Life Assurance Company Limited ("the Lender") pursuant to an Agreement dated the 21st December 2001 made between the Company and the Lender (including any document amending supplementing novating or replacing the same) together with any costs charges and legal expenses (on a full indemnity basis) charged or incurred by the Lender in perfecting or enforcing or attempting to enforce the Debenture or any other security (and its rights thereunder) held by the Lender from time to time

[186.LFD]

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

Eagle Star Life Assurance Company Limited
60 St Mary Axe
London

Postcode EC3A 8JQ

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

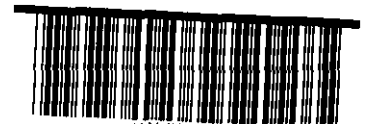
Charles Russell
Compass House
Lypiatt Road
CHELTENHAM
Glos. GL50 2QJ

Ref 1013

Time critical reference

For official Use
Mortgage Section

Post room



A06
COMPANIES HOUSE

0132
04/01/02

Short particulars of all the property mortgaged or charged

1. By way of Legal Mortgage all freehold and leasehold property now vested in the Company including (without prejudice to the generality of the foregoing) the freehold property known as Malvern House Matford Court Exeter forming part of Title Number DN277342 and comprised in a Transfer dated the 20th December 2001 made between Rok Eagle Land Limited (1) and Rok 004 Limited and Rok 005 Limited (2) ("the Property") together with all buildings fixtures (including trade fixtures) and fixed plant

2. By way of Fixed Charge :

2.1 The machinery from time to time on the Property

2.2 All estates or interests in any freehold and leasehold property of the Company now and in the future vested in the Company together with all buildings fixtures (including trade fixtures) and fixed plant machinery from time to time on that property and vested in the Company and all its rights title and interests in any and any proceeds of insurance of such property and the Property referred to at 1 above

See continuation sheet ...

Please do not write in this margin

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

Particulars as to commission allowance or discount (note 3)

N/A

Signed Charles Russell

Date 2/1/2002

On behalf of ~~company~~ [mortgagee/chargee]†

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

† 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 CF14 3UZ

CHFP025

**Particulars of a mortgage or charge
(continued)**

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binding margin

Continuation sheet No 01
to Form No 395 and 410 (Scot)

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

Company Number

00895332

Name of Company

Chadwick Holdings Limited

Limited*

* delete if
inappropriate

Description of the instrument creating or evidencing the mortgage or charge (continued) (note 2)

[187.LFD]

Please do not
write in this
binding margin

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

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binding margin

Names, addresses and descriptions of the mortgagees or persons entitled to the charge (continued)

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

2.3 All the goodwill and uncalled capital for the time being of the Company

2.4 The Company's entire shareholding in Rok 001 Limited and Rok 002 Limited

2.5 All intellectual property rights choses in action and claims now and in the future belonging to the Company

3. By way of Floating Charge all the Company's present and future undertaking and assets whatever and wherever including (without limitation) all other property and assets not subject to a fixed charge under the Debenture

NOTE: There is a restriction on the Company creating future fixed and floating charges.

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

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 00895332

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 21st DECEMBER 2001 AND CREATED BY CHADWICK HOLDINGS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO EAGLE STAR LIFE ASSURANCE COMPANY LIMITED UNDER THE TERMS OF THE AFOREMENTIONED INSTRUMENT CREATING OR EVIDENCING THE CHARGE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 4th JANUARY 2002.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 8th JANUARY 2002.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

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