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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 £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
(Address overleaf - Note 6)

For official use

Company number

[6][][][]

01129056

Name of company

* BURGESS ARCHITECTURAL PRODUCTS LIMITED

Date of creation of the charge

9 OCTOBER 2007

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 liabilities to Automotive Electronic Systems Limited (the "Chargee") pursuant to a guarantee dated 9th October 2007 in respect of the obligations of Wallpaint Limited to the Chargee under a sale and purchase agreement dated 9th October 2007

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

Automotive Electronic Systems Limited
Clive House, 12-18 Queen Road
Weybridge, Surrey

Postcode KT13 9XB

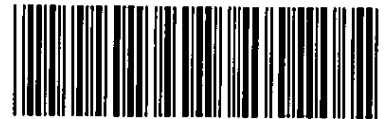
Presentor's name address and
reference (if any)

Browne Jacobson LLP
44 Castle Gate
Nottingham
NG1 7BJ
REF GCUM01

For official Use (06/2005)
Mortgage Section

Post room

WEDNESDAY



A33

ANPIMTVE

17/10/2007

193

COMPANIES HOUSE

Time critical reference

Short particulars of all the property mortgaged or charged

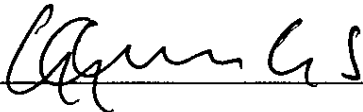
See attached sheet

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legibly, preferably
in black type, or
bold block
lettering**

Particulars as to commission allowance or discount (note 3)

Signed



Date

16/10/07

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

**A fee 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 A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge Cheques and Postal Orders must be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is Companies House, Crown Way, Cardiff CF14 3UZ

FORM 395 CONTINUATION SHEET

Burgess Architectural Products Limited - Company No. 01129056

Short particulars of all the property, mortgaged or charged:

1 CHARGING PROVISIONS

1.1 As continuing security for the payment and/or discharge of the Secured Liabilities, the Chargor with full title guarantee charges to AES

1.1.1 by way of **legal mortgage**, the property (if any) described in Schedule 1 [none listed];

1.1.2 by way of **fixed charge** any freehold or leasehold property (excluding any property charged by clause 1.1.1) now and in the future owned by the Chargor or in which the Chargor may have an interest;

1.1.3 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,

1.1.4 by way of **fixed charge** all the Chargor's plant and machinery and other equipment listed in Schedule 2 [none listed] 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;

1.1.5 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 2 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;

1.1.6 by way of **fixed charge**, all Invoices required by AES to be paid into a Nominated Account and all cash in respect thereof,

- 1.1.7 by way of **fixed charge**, any credit balance on any Nominated Account;
- 1.1.8 by way of **fixed charge**, all the Chargor's goodwill and uncalled capital present and future;
- 1.1.9 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;
- 1.1.10 by way of **fixed charge**, all Securities from time to time owned by the Chargor or in which it has an interest;
- 1.1.11 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;
- 1.1.12 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;
- 1.1.13 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).
- 1.2 The floating charge created by Clause 1.1.13 is a qualifying floating charge in accordance with paragraph 14 of Schedule B1 Insolvency Act.
- 1.3 The floating charge created by this Debenture will automatically without notice be converted into a fixed charge over those assets concerned:
 - 1.3.1 if, without AES's prior written consent, the Chargor creates or attempts to create any Security Interest (other than a Permitted Security Interest) over all or any of its assets charged by way of floating charge, or
 - 1.3.2 if any person levies or attempts to levy any distress, execution or other process against such assets; or
 - 1.3.3 if any person presents a petition to wind up the Chargor or applies for an administration order;

1.3.4 upon the enforcement of this Debenture

1.4 AES may by notice to the Chargor at any time convert the floating charge created by Clause 2.1.13 into a fixed charge as regards any of the assets specified in the notice.

2 RESTRICTIONS

2.1 The Chargor agrees with AES that it will not, without AES's prior written consent:

2.1.1 create or permit to subsist, in favour of any person other than AES, any Security Interest on the Charged Assets, except for any Permitted Security Interest;

2.1.2 Dispose or agree to Dispose of any Charged Assets charged by way of fixed charge;

2.1.3 Dispose of any Charged Assets charged by way of floating charge other than for market value in the ordinary course of business.

Words which are capitalised are as defined in the Debenture

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 01129056

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 9th OCTOBER 2007 AND CREATED BY BURGESS ARCHITECTURAL PRODUCTS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO AUTOMOTIVE ELECTRONIC SYSTEMS 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 17th OCTOBER 2007

GIVEN AT COMPANIES HOUSE, CARDIFF THE 22nd OCTOBER 2007

Ranger



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES