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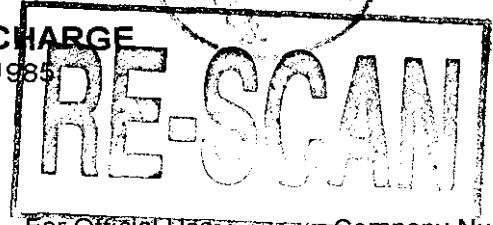
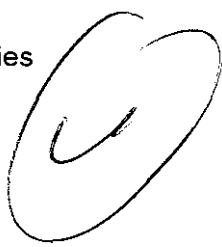
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COMPANIES FORM NO 395

395**PARTICULARS OF A MORTGAGE OR CHARGE**

Pursuant to Section 395 of the Companies Act 1985

To the Registrar of Companies



For Official Use

Company Number

17

2685390

Name of Company

Specktor Limited

Date of creation of the charge

23 April 1999

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

Legal Charge as defined in Schedules (see Short Particulars).

Amount secured by the mortgage or charge

All monies and liabilities which now are or shall at any time hereafter be due owing or incurred by Specktor Limited ("the borrower") to FCE Bank plc ("Ford Credit") on any account or in any manner whatsoever whether actually or contingently and whether solely or jointly with any other person and whether due from the Borrower as guarantor indemnifier or principal debtor including without limitation all costs, charges, expenses and other payments for which the Borrower shall be liable pursuant to this Legal Charge on a full indemnity basis; and

interest on the foregoing day by day from demand until full discharge at the specified rate (as well after as before any judgement)

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

FCE Bank plc

Jubilee House, The Drive, Brentwood, Essex

Postcode

CM13 3AR

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

Graham Hughes
Legal Affairs Department
FCE Bank plc
Jubilee House
The Drive
Brentwood
Essex CM13 3AR
DX 124282 Brentwood4
Time Critical Reference

For Official Use
Mortgage Section

Post Room



26/4/99
107

Short particulars of all the property mortgaged or charged

Leasehold Property known as Port West, Dudley Road, Near Merry Hill, Dudley, West Midlands - property and the buildings now or hereafter to be erected thereon or on some part thereof and the goodwill of any business now or hereafter to be carried on therefrom by the Borrower and the proceeds of sale thereof as a continuing security to Ford Credit for the discharge upon demand by Ford Credit of amount secured by Charge

Borrower also charges by way of floating charge all moveable plant machinery implements utensils furniture and equipment now and from time to time placed on or used in or about the above Property with the discharge upon demand of all monies costs and interest as aforesaid and the expression "the property" shall be construed accordingly. (see above)

Particulars as to commission allowance or discount (note 3)

Signed

Date

23.4.99

On behalf of [company] [mortgagee/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.

PARTICULARS OF A MORTGAGE OR CHARGE
[Continued from Page 2]

Continuation Sheet No 1 -of- 1
to Form No 395

Company Number

2685390

Name of Company

Specktor Limited

Short particulars of all the property mortgaged or charged (continued)

The Borrower undertakes to not during the period of this Legal charge other than with the prior written consent of Ford Credit: permit any other person to have any interest in the Property or to carry on directly or indirectly any trade or business at or from the property either alone or jointly with any other person nor raise any loan or incur any obligation on the security of the Property ranking in priority to or pari passu with this Legal Charge

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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. 02685390

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 23rd APRIL 1999 AND CREATED BY SPECKTOR LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO FCE BANK PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 24th APRIL 1999.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 27th APRIL 1999.

*This Certificate has been
amended and
replaced by the
following Certificate
D. Davies
27th September 1999.*



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



COMPANIES HOUSE

HC026B



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 02685390

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 21st APRIL 1999 AND CREATED BY SPECKTOR LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO FCE BANK PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 24th APRIL 1999.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 27th APRIL 1999.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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