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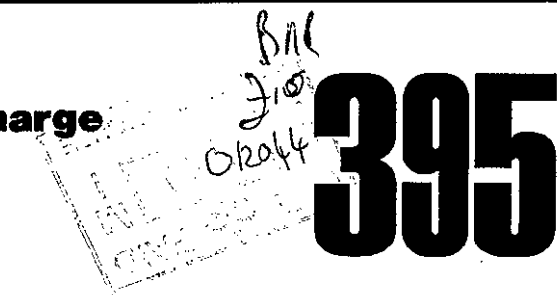
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legibly, preferably
in black type, or
bold block lettering

* insert full name
of company

COMPANIES FORM No. 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

[14]

2917872

Name of company

* ALLEGRO CORPORATION LIMITED

Date of creation of the charge

23 JUNE 1999

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

LEGAL MORTGAGE

Amount secured by the mortgage or charge

ALL SUMS OF MONEY AND ALL LIABILITIES WHICH MAY NOW OR AT ANY TIME IN
THE FUTURE BE OWED WITH INTEREST AND COSTS AS MORE PARTICULARLY
DESCRIBED IN THE LEGAL CHARGE.

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

YORKSHIRE BANK PLC OF 20 MERRION WAY LEEDS LS2 8NZ

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

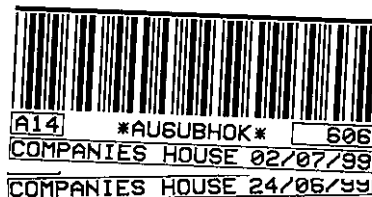
Smith Sutcliffe
50 Manchester Road
Burnley
Lancashire
BB11 1HJ

REF: JFL/AL12061

Time critical reference

For official use
Mortgage Section

Post room



Short particulars of all the property mortgaged or charged

LAND ON THE SOUTH WEST SIDE OF CROXTETH HALL LANE LIVERPOOL BEING REGISTERED
AT HM LAND REGISTRY UNDER TITLE NUMBER MS 411750.

With the goodwill of the business, the benefit of all licences, by way of
fixed charge, the equipment and goods (if any) and other fixtures and
fittings and by way of floating charge all moveable plant and machinery
furniture goods and effects.

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in black type, or
bold block
lettering

Particulars as to commission allowance or discount (note 3)

Signed



Date 23 JUNE 1999

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. 02917872

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL MORTGAGE DATED THE 23rd JUNE 1999 AND CREATED BY ALLEGRO CORPORATION LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO YORKSHIRE BANK PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 2nd JULY 1999.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 6th JULY 1999.

DR
CS



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



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES