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write in
this marginPlease complete
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

A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge.To the Registrar of Companies
(Address overleaf - Note 6)

For official use Company number

Name of company

03280172

* Victoria House (UK) Limited
62-64 George Lane, South Woodford Essex E18 1LW

Date of creation of the charge

29th January 2002

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

Fixed and floating Charge Debenture

Amount secured by the mortgage or charge

All monies due or to become due from the Company to the Chargee on any
account whatsoever

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

Bank of Scotland Telford House 3 Mid New Cultins Edinburgh EH11 4DH
DX 555103 SOUTH GYLE 3

Postcode EH11 4DH

Presentor's name, address and
reference (if any): GMVINCENT, FRENCH & BROWNE
Kingsway House,
103, Kingsway, WC2B 6QX
DX 37993 KINGSWAYFor official use
Mortgage section

Post room

A21
COMPANIES HOUSE0404
07/02/02

Time critical reference

395

The Governor
and Company
of the

Short particulars of all the property mortgaged or charged

Firstly the Freehold and Leasehold property of the Company.

Secondly the uncalled Capital and Goodwill and all patents of the Company.

Thirdly all book and other debts revenues and monetary claims etc due or owing to the Company

Fourthly all stocks, shares, and other Securities of the Company

Fifthly the Undertaking and all other property assets and rights of the Company

Please do not write in this margin

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

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

Particulars as to commission allowance or discount (note 3)

Signed VINCENT FRENCH & BROWNE *Vincent French* Date 4TH FEBRUARY 2002

On behalf of [company] [mortgagee/chargee]* *Browne*

*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 CF4 3UZ.

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FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03280172

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A FIXED AND FLOATING CHARGE DEBENTURE DATED THE 29th JANUARY 2002 AND CREATED BY VICTORIA HOUSE (UK) LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 7th FEBRUARY 2002.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 12th FEBRUARY 2002.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

*Dr
Paw*