Please do not write in this margin

Please 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

A fee of £10 is payable to Companies House i 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 us

COMPANIES HOUSE any number

03977457

Name of company

* Andton Holdings Limited

Date of creation of the charge

5003 14th August

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

LEGAL CHARGE 2

6

F6

Amount secured by mortgage or charge

All money and liabilities whatever, whenever and howsoever incurred by teh COmpany whether now or in the future

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

HSBC Bank Plc whose registered office is at 8 Canada Square in the City of London

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

BERRY SMITH HAYWOOD HOUSE DUMFDRIES PLACE

CARDIFF CF10 3GA AEP/A177-138

Time critical reference

For official Use Mortgage Section



E14.5HO

A10 COMPANIES HOUSE

Postcode

Peapod Solutions Ltd.

M395

Short particulars of all the property mortgaged or charged

The property at

4a-8c (evens) Heol Y Deri

Whitchurch Cardiff

Freehold Property

H M Land Registry Title Number(s) WA828407

with the benefit of all rights, licences, guarantees, rent, deposits contracts, deeds, undertakings and warranties relating to the property;

any shares or membership rights in any management company for the Property;

any goodwill of any business from time to time carried on at the Property;

any rental and other money payable under the lease, licence or other interest created in respect of the Property; and

all other payments whatever in respect of the Property.

Please do not write in this margin

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

Ttos.

Particulars as to commission allowance or discount (note 3)

Signed Signed

Date (5-8-2003

On behalf of [company] [mortgagee/chargee]

delete as appropriate

(See Note 5)

A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or

Notes

- 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, DX: 33050 Cardiff





CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03977457

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 14th AUGUST 2003 AND CREATED BY ANDTON HOLDINGS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO HSBC BANK PLC WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 16th AUGUST 2003.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 20th AUGUST 2003.



