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CHFP041

COMPANIES FORM No. 395

Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985



395

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

204505/10

Please do not write in this margin

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

* Insert full name of company

To the Registrar of Companies
(Address overleaf - Note 6)

For official use Company number

2

4748423

Name of company

* SAGE INVESTMENTS LIMITED

Date of creation of the charge

✓ 28 APRIL 2004

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

2 LEGAL CHARGE

Amount secured by the mortgage or charge

4 ALL MONEY OWED AND ALL LIABILITIES OR OBLIGATIONS TO BE CARRIED OUT TO THE BANK AT ANY TIME AND FROM TIME TO TIME

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

G THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND ("BOS", COMMERCIAL BANKING SERVICES, TELFORD HOUSE, 3 MID NEW CULTINS, EDINBURGH

Postcode EH11 4DH

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

Reed Smith LLP
Park House
Station Square CV1 2FL
- 11203 Coventry 1

For official use
Mortgage section

Post room



A39
COMPANIES HOUSE

0351
07/05/04

Time critical reference

Short particulars of all the property mortgaged or charged

SEE ATTACHED SHEET

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 REED SMITH LLP

Date 4 MAY 2004

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.
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.

PARTICULARS OF MORTGAGE OR CHARGES

Name of Company Sage Investments Limited

Number of Company 4748423

SCHEDULE OF CHARGES, COVENANTS AND RESTRICTIONS

contained in a Legal Mortgage in favour of Bank of Scotland dated 28 April 2004

Charges

1. by way of legal mortgage over all the ~~freehold~~ ^{leasehold} property known as 11 Langholme Close Barrowford Nelson BB9 6DH ("the Property") and registered at H M Land Registry under Title No: LA722480
2. by way of fixed charge over all buildings and other structures on, and items fixed to, the Property;
3. by way of fixed charge over any goodwill relating to the Property;
4. by way of fixed charge over all plant, machinery and other chattels attached to the Property on or at any time after the date of this Legal Mortgage;
5. by way of floating charge over all unattached plant, machinery, chattels and goods now or at any time after the date of this Legal Mortgage on or in or used in connection with the Property;
6. by way of legal assignment the Rental Sums together with the benefit of all rights and remedies of the Company.
7. by way of fixed charge the proceeds of any claim made under any insurance policy relating to any of the property charged under the charge.

Restrictions on charges and disposals

1. The company may not without the prior written consent of the Bank create or attempt to create or allow to be created or to exist (whether by a specific agreement imposed by rule of law or Act of Parliament) any charge or lien of any kind over the Property.
2. The company may not without the prior written consent of the Bank or anyone else who is the proprietor of this Mortgage sell, transfer, lease or otherwise dispose of all or any part of the Property, whether at law or in equity.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 04748423

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 28th APRIL 2004 AND CREATED BY SAGE INVESTMENTS 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 MAY 2004.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 11th MAY 2004.

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THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —