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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

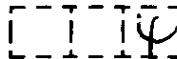
A fee of £13 is payable to Companies House in respect
of each register entry for a mortgage or charge.

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number



05479695

Name of company

* UTOPIA GROUP LIMITED (the "**Mortgagor**")

Date of creation of the charge

26 September 2007

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

Legal charge between (1) the Mortgagor and (2) The Royal Bank of Scotland
PLC (the "**Bank**") (the "**Legal Charge**")

Amount secured by the mortgage or charge

All the Mortgagor's liabilities to the Bank under the Facilities Agreement
and in any currency (whether present or future actual or contingent and
whether incurred alone or jointly with another) together with the Bank's
charges and commission Interest and Expenses (the "**Mortgagor's
Obligations**")

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

The Royal Bank of Scotland PLC, 2 St Philips Place, Birmingham

Postcode B3 2RB

Presentor's name address and
reference (if any)

Hammonds

Rutland House
148 Edmund Street
Birmingham
B3 2JR

For official Use (06/2005)

Mortgage Section

Post room

WEDNESDAY



A33

A0XWTH6

03/10/2007

465

COMPANIES HOUSE

Time critical reference

SZA/ROY.292-0106

Short particulars of all the property mortgaged or charged

Please see continuation sheets 1 - 2.

Please do not
write in
this margin

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

Particulars as to commission allowance or discount (note 3)

NIL

Signed *Hammonds*

Date *02-10-07*

On behalf of ~~XXXXXX~~ (mortgagee/chargee) †

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

† 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 A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge Cheques and Postal Orders must be made payable to **Companies House**
- 6 The address of the Registrar of Companies is Companies House, Crown Way, Cardiff CF14 3UZ

CONTINUATION SHEET 1
COMPANY: UTOPIA GROUP LIMITED
COMPANY NUMBER: 05479695

1 SHORT PARTICULARS OF ALL THE PROPERTY MORGAGED OR CHARGED

1.1 Charge

The Mortgagor covenants to discharge on demand the Mortgagor's Obligations and as a continuing security for such discharge and with full title guarantee charges to the Bank

- (a) By way of legal mortgage of all legal interests and otherwise by way of fixed charge the Property (to the full extent of the Mortgagor's interest in the Property or its proceeds of sale)
- (b) By way of fixed charge if the Mortgagor is not an individual -
 - (i) All the fixtures and fittings of the Mortgagor from time to time attached to the Property,
 - (ii) All the plant and machinery vehicles and (if owned by the Mortgagor) computer equipment of the Mortgagor present and future at the Property not regularly disposed of in the ordinary course of business and all associated warranties and maintenance contracts,
 - (iii) All furniture furnishings equipment tools and other chattels of the Mortgagor now and in the future at the Property and not regularly disposed of in the ordinary course of business,
- (c) By way of fixed charge the Goodwill all rents receivable from any lease granted out of the Property and the proceeds of any insurance from time to time affecting the Property or the Charged Assets

1.2 Restrictions on Charging Leasing Disposing and Parting with possession

The Mortgagor will not without the Bank's prior written consent

- (a) Create or permit to arise any mortgage charge or lien on the Property the Charged Assets or the Goodwill,
- (b) Grant or accept a surrender of any lease or licence of the Property the Charged Assets or the Goodwill,
- (c) Dispose of or part with or share possession or occupation of the Property the Charged Assets or the Goodwill

CONTINUATION SHEET 2

COMPANY: UTOPIA GROUP LIMITED

COMPANY NUMBER: 05479695

2 DEFINITIONS

"Charged Assets" means the assets charged by Clause 1 2 of the Legal Charge and as set at in paragraph 1 1(a) and paragraph 1 1(b) above

"Expenses" means all expenses (on a full indemnity basis) incurred by the Bank or any Receiver at any time in connection with the Property the Charged Assets the Goodwill or the Mortgagor's Obligations or in taking or perfecting this deed or in preserving defending or enforcing the security created by this deed or in exercising any power under this deed or otherwise with Interest from the date they are incurred

"Facilities Agreement" means the credit facilities agreement dated on or around the date of the Legal Charge between (1) Utopia Bathroom Group Limited, (2) the Original Borrowers (as defined therein), (3) the Original Guarantors (as defined therein) and (4) the Bank

"Goodwill" means the present and future goodwill of any business carried on at the Property by or on behalf of the Mortgagor

"Interest" means interest at the rate(s) charged to the Mortgagor by the Bank from time to time under the Facilities Agreement

"Property" means

Administrative Area	West Midlands
Description	Newlyn House, Millfields Road, Bilston, West Midlands
Tenure	Leasehold
Title Number	Not yet known but comprised in a lease of even date hereof between Halcon Properties Limited (1) and Utopia Group Limited (2)

FILE COPY



**CERTIFICATE OF THE REGISTRATION
OF A MORTGAGE OR CHARGE**

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

COMPANY No 05479695

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 26th SEPTEMBER 2007 AND CREATED BY UTOPIA GROUP LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE ROYAL BANK OF SCOTLAND plc ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 3rd OCTOBER 2007

GIVEN AT COMPANIES HOUSE, CARDIFF THE 9th OCTOBER 2007



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES