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CHFP020

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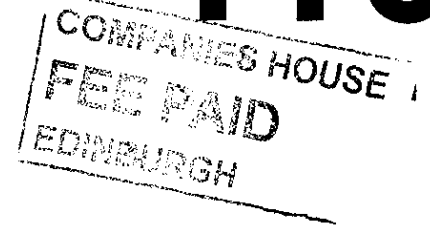
Please complete
legibly, preferably
in black type, or
bold block lettering

* insert full name
of company

COMPANIES FORM No. 410(Scot)

Particulars of a charge created by a company registered in Scotland

410



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

Pursuant to section 410 of the Companies Act 1985

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

For official use

Company number

		1
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SC284487

Name of company

* IP Clarity Limited ("the Company")

Date of creation of the charge (note 1)

May 23, 2005 ("the Date")

Description of the instrument (if any) creating or evidencing the charge (note 1)

Floating Charge ("the Charge")

Amount secured by the charge

All or any monies and liabilities which shall for the time being (and whether on or at any time after demand) be due, owing or incurred in whatsoever manner to Cattles by the Company, whether actually or contingently, sole or jointly and whether as principal or surety and whether or not Cattles shall have been an original party to the relevant transaction, and including interest, discount, commission and other lawful charges or expenses which Cattles may in the course of its business charge or incur in respect of any of those matters or for keeping the Company's account, and so that interest shall be computed and compounded according to the usual Cattles rates and practice as well after as before any demand made or decree obtained under this charge.

Names and addresses of the persons entitled to the charge

Cattles Invoice Finance Limited (Company No: 2483505 (England) ("Cattles")
Kingston House, Centre 27 Business Park, Woodhead Road, Birstall, Batley,
WF17 9TD

Presenter's name address telephone
number and reference (if any):

HENDERSON BOYD JACKSON WS
247 WEST GEORGE STREET
GLASGOW G2 4QE
DX GW248 GLASGOW
ACM/CAT. 7.58

For official use
Charges Section

Post room



Short particulars of all the property charged.

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The whole of the property (including uncalled capital) which is, or may be from time to time comprised in the property and undertaking of the Company.

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

Statement, in the case of a floating charge, as to any restrictions on power to grant further securities and any ranking provision (note 2)

The Company agrees that it shall be prohibited from granting or creating subsequent to the Date any fixed security or any other floating charge (as defined by the Companies Act 1985) having priority over or ranking pari passu with the Charge, otherwise than in favour of Cattles.

In the event that the Company grants or creates any fixed security or floating charge in breach of the foregoing prohibition, the Charge shall rank in priority to that fixed security or floating charge.

Particulars as to commission, allowance or discount paid (see section 413(3))

N/A

Signed

On behalf of ~~company~~ [chargee]†

Date

25/5/05

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

† delete as
appropriate

Notes

1. A description of the instrument e.g. "Standard Security" "Floating Charge" etc, should be given. For the date of creation of a charge see section 410(5) of the Act. (Examples - date of signing of an Instrument of Charge; date of recording/registration of a Standard Security; date of intimation of an Assignment.)

2. In the case of a floating charge a statement should be given of (1) the restrictions, if any, on the power of the company to grant further securities ranking in priority to, or pari passu with the floating charge; and / or (2) the provisions, if any, regulating the order in which the floating charge shall rank with any other subsisting or future floating charges or fixed securities over the property which is the subject of the floating charge or any part of it.

3. A certified copy of the instrument, if any, creating or evidencing the charge, together with this form with the prescribed particulars correctly completed must be delivered to the Registrar of Companies within 21 days after the date of the creation of the charge. In the case of a charge created out of the United Kingdom comprising property situated outside the U.K., within 21 days after the date on which the copy of the instrument creating it could, in due course of post, and if despatched with due diligence, have been received in the U.K. Certified copies of any other documents relevant to the charge should also be delivered.

4. A certified copy must be signed by or on behalf of the person giving the certification and where this is a body corporate it must be signed by an officer of that body.

5. Cheques and Postal Orders are to be made payable to Companies House.

6. The address of the Registrar of Companies is:-

Companies House
37 Castle Terrace
Edinburgh EH1 2EB

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A CHARGE

Company number 284487

I hereby certify that a charge created by

IP CLARITY LIMITED

on 23 MAY 2005

for securing ALL SUMS DUE, OR TO BECOME DUE

in favour of CATTLES INVOICE FINANCE LIMITED

was delivered pursuant to section 410 of the Companies Act, 1985,
on 27 MAY 2005 given at Companies House, Edinburgh
31 MAY 2005



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



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES