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COMPANIES FORM No. 395

Particulars of a mortgage or charge

21/1

395Please do not
write in
this margin

Pursuant to section 395 of the Companies Act 1985

M270C

Please complete
legibly, preferably
in black type, or
bold block letteringTo the Registrar of Companies
(Address overleaf - Note 5)

For official use

Company number

02730065

* insert full name
of company

Name of company

* Standzone Limited

Date of creation of the charge

12th January 1993

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

Debenture containing fixed and floating charges.

Amount secured by the mortgage or charge

All moneys and liabilities (actual or contingent) for the time being due owing or incurred by the Company to the Bank on any account and in any manner whatsoever.

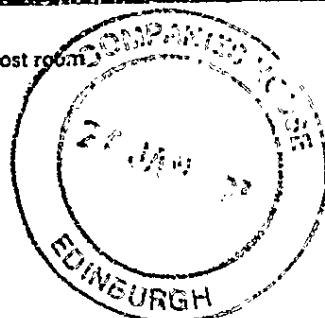
Names and addresses of the mortgagees or persons entitled to the charge

The Governor and Company of the Bank of Scotland, incorporated by Act of
Parliament and having their Head Office at The Mound, Edinburgh

Postcode

Presenter's name address and
reference (if any):The Governor and Company of
the Bank of Scotland, Legal
Services, P.O. Box No 475,
Teviot House, 41 South Gyle
Crescent, Edinburgh EH12 9DR
Tel: 031.317.
Our Ref: Legal/For official Use
Mortgage Section

Post room



Time critical reference

Short particulars of all the property mortgaged or charged

All the undertaking, property and assets of the Company whatsoever and wheresoever, present and future, as specified in the attached Schedule, which also contains covenants by and restrictions on the Company which protect and further define the charges and must be read as one with the charges.

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)

Signed

[Signature]
Manager, Legal Services

Date

19/1/93

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 The address of the Registrar of Companies is:-
Companies House, Crown Way, Cardiff CF4 3UZ

FILE COPY



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

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

I hereby certify that a mortgage or charge dated the 12th JANUARY 1993
and created by STANDZONE LIMITED

for securing all moneys now due, or hereafter to become due, or from time
to time accruing due from the company to THE GOVERNOR AND COMPANY OF THE
BANK OF SCOTLAND

on any account whatsoever

was registered pursuant to Chapter I Part XII of the Companies Act
1985, on the 20th JANUARY 1993

Given under my hand at the Companies Registration Office,
Cardiff the 26th JANUARY 1993

No. 2730065

R. N. Owens
RICHARD N. OWENS
an authorised officer

C.69a

DX 26/1/93.