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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 £10 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)

Name of company

* ENERGY SUPPLIES UK LIMITED

Date of creation of the charge

24 DECEMBER 1999

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

FIXED CHARGE

Amount secured by the mortgage or charge

All obligations and liabilities from time to time owed or incurred by
the Company or to the Mortgagee on any current account or other account
whatsoever and whether individually or jointly and/or severally as
principal or as surety or otherwise howsoever.

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

ROYSCOT TRUST PLC (REG. NO 309713), ROYSCOT LEASING LTD (REG NO 806462),
ROYSCOT INDUSTRIAL LEASING LTD (REG NO 2092159), ROYSCOT COMMERCIAL
LEASING LTD (REG NO 2085591) & ROYSCOT SPA LEASING LTD (REG NO 1843653)
OF ROYSCOT HOUSE, THE PROMENADE, CHELTENHAM, GLOUCESTERSHIRE, GL50 1PL

Postcode

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

ROYSCOT TRUST PLC
ROYSCOT HOUSE
THE PROMENADE
CHELTENHAM
GLOUCESTERSHIRE GL50 1PL

A DUNKLEY, LEGAL SERVICES

Time critical reference

For official Use
Mortgage Section

Post room



A38
COMPANIES HOUSE

ATTI6HMUO

0275
04/01/00

Short particulars of all the property mortgaged or charged

The following property ("the Property"):

Please see the attached Schedule

and the proceeds and products thereof and the benefit of all policies of insurance, warranties, guarantees and other contracts now in force or during the currency of this security entered into in respect of the Property.

The Charge prohibits the letting, disposal of, mortgaging, charging or otherwise encumbering of the Property without the prior written consent of the Mortgagee.

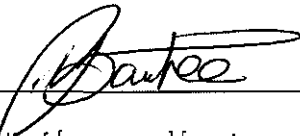
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Please complete legibly, preferably in black type, or bold block lettering

Particulars as to commission allowance or discount (note 3)

Not applicable.

Signed



Date

29 December 1999

On behalf of [company] [mortgagee/chargee] †

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 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

Schedule to Form 395

ENERGY SUPPLIES UK LIMITED (Company No. 3245301)

The Property:

The assets as more particularly described in the following invoices

Office Equipment etc.

FOLIO NO.	INVOICE DATE	INVOICE NUMBER	SUPPLIER
4/98	09.01.98	5465	Alliance Office Systems Limited
		5524	"
5/98	04.02.98	1628	J P Office Furniture
18/98	03.03.98	2370890	Rocom Callback Communications
19/98	11.03.98	001422	Sign Rite
25/98	07.05.98	18822	Makro UK Ltd
26/98		2109	Watsons of Harrogate
27/98	14.04.98	602260	Viking Direct Limited
30/98	10.03.98		Framework
32/98	30.04.98	V 5363	Visual Communications Associates Limited
	21.07.98	V 5413	"
19/99	13.11.98	V 5450	Visual Communications Associates Limited
20/99	15.03.99	00111	Millennium Display Systems
21/99	22.02.99	2620230	Rocom Technical Services
	08.02.99	2607966	Rocom Group Limited
22/99	08.03.99	7584	Alliance Office Systems Limited
	05.03.99	7581	"
25/99	11.02.99	SI026439	B E S T Limited
26/99	01.03.99	2628770	Rocom Technical Services
	06.04.99	2659974	Rocom On-Line Maintenance
	06.04.99	2659725	"
	25.03.99	2652211	"
	25.03.99	2652202	"
27/99	31.03.99	1882	Northern Energy Supplies Ltd

FOLIO NO.	INVOICE DATE	INVOICE NUMBER	SUPPLIER
28/99	04.03.99	2632826	The Rocom Group
31/99	18.03.99 12.03.99	780783 756874	Viking Direct "
32/99	30.03.99	8466	Lunns Blinds Ltd
34/99	01.04.99 13.04.99	SI028678 SI028942	B E S T Ltd "
35/99	28.04.99	2675163	Rocom Technical Services
37/99	04.06.99	8065	Alliance Office Systems Ltd
38/99	31.05.99	1915	Northern Energy Supplies Ltd
39/99	21.05.99	2114257	Canon Business Systems (UK) Ltd
42/99	24.06.99	7638	Clarity Copiers Limited
43/99	13.07.99	3855	J P Office Furniture
46/99	19.07.99	2726531	Rocom Group Limited
49/99	18.08.99	2269537	Canon Business Service (UK) Ltd
50/99	02.08.99 10.08.99 16.08.99	22671 22695 22727	Regina Office Furniture " "
51/99	06.08.99 31.08.99	3436 3506	J P Office Furniture "

Computers

FOLIO NO.	INVOICE DATE	INVOICE NUMBER	SUPPLIER
10/98	11.12.97	INV04786	Technology Products Ltd
13/98	05.12.97	CNG/SOFT/0014	Contract Natural Gas (Software) Limited
15/98	11.01.98	MY 5263 1692	British Telecommunications
16/98	04.03.98	2193	System Partners Limited
17/98	05.02.98	1307152	Canon Business Service (UK) Ltd
22/98	04.03.98	INV0662	Technology Products Ltd
31/98	07.04.98	INV07557	Technology Products Ltd
23/99	10.02.99 19.02.99 17.02.99	INV17843 INV18252 INV18141	Technology Products Ltd " "

FOLIO NO.	INVOICE DATE	INVOICE NUMBER	SUPPLIER
24/99	24.02.99	INV18427	Technology Products Ltd
	31.03.99	INV19946	"
25/99	11.02.99	SI026439	B E S T Ltd
30/99	31.03.99	I00040450	Reed Business Information Ltd
36/99	28.04.99	INV21026	Technology Products Ltd
	30.04.99	INV21122	"
	16.04.99	INV20526	"
	16.04.99	INV20511	"
39/99	21.05.99	2114257	Canon Business Service (UK) Ltd
40/99	06.05.99	INV21315	Technology Products Ltd
	07.05.99	INV21326	"
	10.05.99	INV21454	"
	18.05.99	INV21783	"
41/99	22.06.99	2709993	Rocom Group Limited
	24.06.99	2711693	"
	28.06.99	2713051	Rocom On-line Maintenance
44/99	09.06.99	INV22638	Technology Products Ltd
	09.06.99	INV22637	"
47/99	26.07.99	INV24624	Technology Products Ltd
	29.07.99	INV24806	"
48/99	26.08.99	INV25879	Technology Products Ltd
	25.08.99	INV25812	"
	16.08.99	INV25463	"
52/99	29.07.99	INV24806	Technology Products Ltd
	15.07.99	INV24230	"
	09.07.99	INV24004	"
53/99	28.06.99	INV23451	Technology Products Ltd

Motor Vehicles

FOLIO NO.	INVOICE DATE	INVOICE NUMBER	SUPPLIER
45/99	21.06.99		Fairdeal Motors

FILE COPY



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

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

COMPANY No. 03245301

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A FIXED CHARGE DATED THE 24th DECEMBER 1999 AND CREATED BY ENERGY SUPPLIES UK LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO ROYSCOT TRUST PLC ROYSCOT LEASING LTD ROYSCOT INDUSTRIAL LEASING LTD ROYSCOT COMMERCIAL LEASING LTD & ROYSCOT SPA LEASING LTD ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 4th JANUARY 2000.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 10th JANUARY 2000.

[Handwritten signature]



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



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES