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*insert full name
of company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies

Name of company

* Equip Outdoor Technologies Limited ("the Company")

Date of creation of the charge

5 June 2000

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

Debt

Amount secured by the mortgage or charge

All monetary and other liabilities and obligations now or at any time hereafter owed or incurred by the Company or in favour of Hampshire Trust Factors Limited ("the Factor"), present or future, actual or contingent, liquidated or unliquidated, whether incurred solely or jointly with any other person, whether arising in or by contract, tort, restitution, assignment, or breach of statutory duty and whether arising under the Debenture or otherwise including (without prejudice to that generality) any such liability of the Company by virtue of any assignment to the Factor of any indebtedness incurred or to be incurred by the Company in respect of any supply of goods or services or any hiring by the Company.

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

Hampshire Trust Factors Limited
16D Challenge House, Sherwood Drive
Bletchley
Milton Keynes MK3 6DP

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

Kimbell & Co Solicitors
352 Silbury Court, Silbury
Boulevard, Milton Keynes,
DX:31408, MK9 2HJ

JA/CMA/H00050-3

Time critical reference

For official use
Mortgage Section

| Post room



The Company charges in favour of the Factor with full title guarantee:

- (1) by way of fixed charge, all fixed assets, all specified book debts and other debts and the Factors Account (as defined in the Debenture);
- (2) by way of floating charge all property other than that specified in paragraph 1; and
- (3) by way of floating charge the items specified in paragraph 1 to the extent that the charges on those items or any of them or any part of any of them shall for any reason be ineffective as a fixed charge.

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Particulars as to commission allowance or discount (note 3)

Signed

Date 5 June 2000

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.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03906954

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 5th JUNE 2000 AND CREATED BY EQUIP OUTDOOR TECHNOLOGIES LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO HAMPSHIRE TRUST FACTORS LIMITED ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 13th JUNE 2000.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 15th JUNE 2000.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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