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COMPANIES FORM No. 395

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

10129/40

CHWP000

Please do not write in this margin

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

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number

12

1815328

Name of company

* Solway International Limited

* insert full name of Company

Date of creation of the charge

14 October 2002

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

Debenture containing fixed and floating charges ("the Debenture")

Amount secured by the mortgage or charge

All monies and liabilities which now or are or shall at any time hereafter be due owing or incurred to the Chargee by the Company whether actually or contingently and whether presently or in the future and whether solely or jointly with any other person firm or company and whether as principal or surety or in any way whatsoever including (as well after as before any demand made or judgement obtained) interest, commission, costs and other lawful charges and expenses payable by the Company to the Chargee in connection therewith or otherwise howsoever.

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

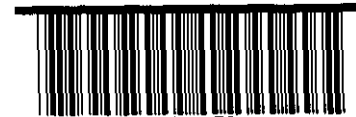
DEM FINANCE plc (registered number 3966262) whose registered office is at Unit 5 Westleigh Business Park, Blaby Leicester("the Chargee") Postcode LE8

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

Craig Ferguson & Co
4/6 New Street
Leicester LE1 5NT

For official Use
Mortgage Section

Post room



A18
COMPANIES HOUSE

A25YJF51

0215
18/10/02

Time critical reference

See attachment

Please do not write in this margin

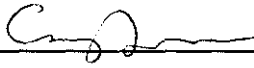
Please complete legibly, preferably in black type, or bold block lettering

Particulars as to commission allowance or discount (note 3)

None

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

Signed



Date

16 October 2002

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 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 CF14 3UZ

Short particulars of all the property mortgaged or charged:

All freehold and leasehold land which now is or may at any time in the future become vested in the Company together with all buildings and fixtures (including trade fixtures) and fixed plant and machinery from time to time thereon and therein, all interests in freehold or leasehold land or in the proceeds of sale thereof to which the Company may now be or may in the future become beneficially entitled, all book debts and other debts now and from time to time hereafter due, owing or incurred to the Company but not including such debts (if any) as the Chargee may from time to time have agreed in writing with the Company shall not be the subject of this fixed charge, all goodwill and uncalled capital from time to time of the Company the proceeds of sale or realisation of any property or other asset or assets of the Company the subject of a fixed charge or other security in favour of another encumbrancer (whether or not enjoying priority over that of the Chargee hereunder) whensoever and howsoever such proceeds shall arise; and all other undertaking of the Company and all its property whatsoever and wheresoever both present and future including (without prejudice to the generality of the foregoing) all heritable property (which expression herein shall mean any interest in land as defined by Section 9(8)(b) of the Conveyancing and Feudal Reform (Scotland) Act 1970).

FILE COPY



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

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

COMPANY No. 01815328

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 14th OCTOBER 2002 AND CREATED BY SOLWAY INTERNATIONAL LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO DEM FINANCE PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 18th OCTOBER 2002.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 22nd OCTOBER 2002.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —