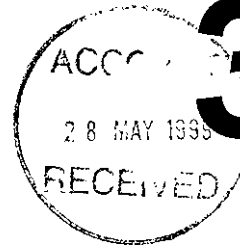


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COMPANIES FORM NO. 395

Particulars of a mortgage or charge



395

CHA192

Please do not write in
this binding margin

Pursuant to section 395 Companies Act 1985

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

*insert full name of
company

For official use

To the Registrar of Companies

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Company Number

2020594

Name of Company

Statham House Limited

Date of creation of the charge

21st May 1999

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

Legal Mortgage

Amount secured by the mortgage or charge

All liabilities of the Company present and future actual and/or contingent to National Westminister Bank Plc

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

National Westminister Bank Plc

41 Lothbury

London

Postcode

EC2P 2BP

Presenter's name address and
reference (if any)

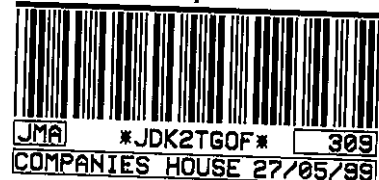
**National Westminister Bank Plc
Manchester Securities Centre
C/O Companies House
Manchester**

Presenter's Reference and/or
telephone number

0161 829 1902

Time critical reference

For off
Mortg:



20X05056

Short particulars of all property mortgaged or charged

The property hereinafter described ("the property") and the proceeds of sale thereof together with a floating charge over all moveable plant machinery implements utensils furniture and equipment at any time placed upon or used in or about the property and an assignment of the goodwill and connection of any business or businesses from time to time carried on in or upon the property or any part or parts thereof together with the full benefit of all licences including any registrations viz:

The Freehold property known as 22 Abbey Close Croft Warrington Cheshire

HMLR Title Number(s) CH366669



Particulars as to commission allowance or discount (note 3)

Nil

Per pro

National Westminster Bank PLC
Manchester Securities Centre

Signed

Date 27th May 1999

On behalf of mortgagee (Authorised Signatory)

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 despatched 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

COMPANY No. 02020594

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL MORTGAGE DATED THE 21st MAY 1999 AND CREATED BY STATHAM HOUSE LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO NATIONAL WESTMINSTER BANK PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 27th MAY 1999.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 2nd JUNE 1999.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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