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COMPANIES FORM No. 403a

Declaration of satisfaction in full or in part of mortgage or charge

403a

CHFP025

Please do not
write in
this margin

Pursuant to section 403(1) of the Companies Act 1985

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

* Insert full name
of company

To the Registrar of Companies
(Address overleaf)

For official use Company number

113

00178367

Name of company

*J.D. Williams & Company Limited (the "Chargor") of Griffin House, 40
Lever Street, Manchester, M60 6ES

I, **DEAN RODERICK MOORE**

of **BLEAK HOUSE, OAKS ROAD, WHITWICK, LEICESTERSHIRE, LE67 5UP**

A Delete as
appropriate

[a director] ~~[the secretary]~~ ~~[the administrator]~~ ~~[the administrative receiver]~~ A of the above company, do

solemnly and sincerely declare that the debt for which the charge described below was given has been
paid or satisfied in (full) ~~(part)~~ A

B Insert a
description of the
instrument(s)
creating or
evidencing the
charge, eg
'Mortgage',
'Charge',
'Debenture' etc.

Date and Description of charge B Please see attached Continuation Sheet 1

Date of Registration C 24 June 2002

C The date of
registration may
be confirmed
from the
certificate

Name and address of [chargee] ~~XXXXXXXXXXXXXXXXXXXX~~

Homeshop Participant Limited

Registered Office: 26 New Street, St Helier, Jersey, JE2 3RA

Short particulars of property charged D

Please see attached Continuation Sheet 2

D Insert brief
details of
property

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the
provisions of the Statutory Declarations Act 1835.

Declared at **GRIFFIN HOUSE, 40 LEVER ST**
MANCHESTER, M60 6ES

Declarant to sign below

Day Month Year
on **20 04 20 04**

before me

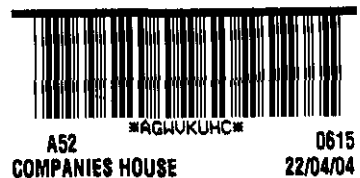
A Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for Oaths

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

Hammonds
7 Devonshire Square
Cutlers Gardens
London
EC2M 4YH
DXC1/KLF/HXS/BRO.695-0003

For official use
Mortgage section

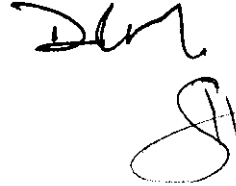
Post room



**Continuation Sheet 1 to Form 403a in respect of J.D. Williams & Company Limited
(Company Number 00178367)**

Date and Description of Charge

Deed of Charge and Assignment dated 7 June 2002 (the "Charge").

Handwritten signature and initials, likely representing the company or a representative.

**Continuation Sheet 2 to Form 403a in respect of J.D. Williams & Company Limited
(Company Number 00178367)**

Short Particulars of the charged property:

The charged property was as follows:

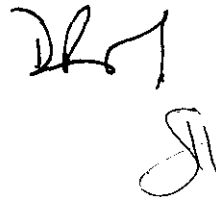
All the Chargor's right, title and interest in and to the applicable Charged Monies; all book and other debts, revenues and claims, whether actual or contingent, present or future whether arising under contracts or in any other manner whatsoever relating to and forming the Funded Receivables (as such term is defined in the Charge) from time to time; and all its right title and interest in and to the Relevant Contracts and the Ancillary Receivable Rights thereto (as each such term is defined in the Charge).

Definitions

"Charged Monies" means all cash collections and other cash proceeds thereof (including, if applicable, insurance proceeds) which NB Finance records in its debtor ledger in the ordinary course of business as receipts in respect of amounts owed in respect of such receivable and net proceeds of sale or other disposition of repossessed goods or other collateral or property of the related debtor or any other party directly or indirectly liable for payment of such receivable and available to be applied thereto and each amount deemed to have been received or treated as a collection pursuant to the Receivables Participation Agreement, and amounts collected in respect of Funded Receivables (as such term is defined in the Charge) credited to, and for the time being standing to the credit of any bank account or other account in the name of any other person (but excluding for the avoidance of doubt, NB Finance Operating Account) and all interest and other amounts from time to time payable in respect of, or accruing to, such accounts;

"Originator Operating Account" means the account opened in the name of NB Finance for the purpose of receiving payments due to NB Finance in respect of the participation of receivables being of sort code 40-31-24, entitled "N B Finance" account number 52072599.

"Receivables Participation Agreement" means a receivables participation agreement dated 31 May 2002 (as amended and restated on 16 July 2002) made between, inter alios, NB Finance and J.D. Williams & Company Limited.

Two handwritten signatures are present. The top signature is a stylized, cursive 'J' followed by a horizontal line. The bottom signature is a cursive 'J' followed by a vertical line.