CHFP025

Please do not write in this margin

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

*insert full name of Company

07

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

For official use

Company number

01062758

216321

Spearhead Exhibitions Limited

Date of creation of the charge

5 September 2002

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

Rent Security Deposit Deed

Amount secured by the mortgage or charge

The due performance and observance of the covenants agreements and conditions on the part of Spearhead Exhibitions Limited under a Lease of Part 8th Floor, Apex Tower, 7 High Street, New Malden dated 5 September 2002 and made between BAE SYSTEMS (Combat and Radar Systems) Limited (1) and Spearhead Exhibitions Limited (2) and all losses which the Landlord under such Lease may incur by reason of or consequent upon any breach of those covenants agreements and conditions and (without prejudice to the generality of the foregoing) as more particularly provided in Clause 5 of the Rent Security Deposit Deed dated 5 September 2002 and made between BAE SYSTEMS (Combat and Radar Systems) Limited (1) and Spearhead Exhibitions Limited (2) (the "Deed")

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

BAE SYSTEMS (Combat and Radar Systems) Limited
22 Grenville Street, PO Box 87, St. Helier, Jersey, Channel Islands

Postcode

JE4 8PX

Mease return via London Counter

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

Please return vis

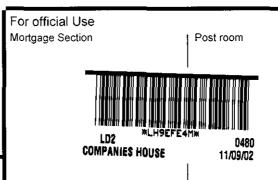
Linklaters
One Silk Stoet

London EC2Y 8HQ

Ref: DXK/017124164

Tel: 020 7456 2000

Time critical reference



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Short particulars of all the property mortgaged or charged

The interest of Spearhead Exhibtions Limited being the sum of £36,842.50 together with any interest credited to the Deposit Account (as defined in the Deea) by virtue of the proviso to Clause 4 of the Deea.

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)

Not applicable

Signed Link/ales

Date 10 September 2002

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

- 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

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 01062758

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A RENT SECURITY DEPOSIT DEED DATED THE 5th SEPTEMBER 2002 AND CREATED BY SPEARHEAD EXHIBITIONS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO BAE SYSTEMS (COMBAT AND RADAR SYSTEMS) LIMITED UNDER THE TERMS OF THE AFOREMENTIONED INSTRUMENT CREATING OR EVIDENCING THE CHARGE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 11th SEPTEMBER 2002.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 17th SEPTEMBER 2002 .



