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COMPANIES FORM No. 403a

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

403a

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Please do not
write in
this margin

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

To the Registrar of Companies

For official use

Company number

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

[] [2] []

1971991

Name of company

J.S.H.A. LIMITED

* insert full name
of company

ROBERT ARTHUR CARELESS

of 4 HARLEY STREET, LONDON W1N 1AA

† delete as
appropriate‡ insert a description
of the instrument(s)
creating or
evidencing the
charge, eg
'Mortgage',
'Charge',
'Debenture' etc.[a director] [the secretary] [the administrator] [the administrative receiver] † 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] ‡

Date and Description of charge ‡ A GUARANTEE AND DEBENTURE DATED 19th JULY 1988

Date of Registration 27th JULY 1988

Name and address of [chargee] [trustee for the debenture holders] BARCLAYS BANK PLC,

54 LOMBARD STREET, LONDON EC3P 3AH

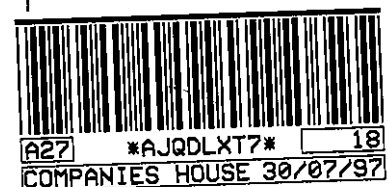
Short particulars of property charged § SEE ATTACHED CONTINUATION SHEET

§ the date of
registration may be
confirmed from the
certificate§ insert brief
details of
propertyAnd 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 4 Harley Street
London W1N 1AA

Declarant to sign below

the 18th day of July
one thousand nine hundred and 1997
before me [Signature] ANDREW SWAIN.A Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for OathsPresentor's name address and
reference (if any):HERBERT SMITH
EXCHANGE HOUSE
PRIMROSE STREET
LONDON EC2A 2HS
Ref: 282/C306/abFor official Use
Mortgage Section

Post room



CONTINUATION SHEET

Short Particulars of Property Charged

- (a) by way of legal mortgage all the freehold and leasehold property of the Company the title to which is registered at HM Land Registry together with all buildings fixtures (including trade fixtures) and fixed plant and machinery from time to time thereon;
- (b) by way of legal mortgage all other freehold and leasehold property of the Company now vested in it (whether or not registered at HM Land Registry) together with all buildings fixtures (including trade fixtures) and fixed plant and machinery from time to time thereon;
- (c) by way of first fixed charge all future freehold and leasehold property of the Company with all buildings fixtures (including trade fixtures) and fixed plant and machinery from time to time thereon and all the goodwill and uncalled capital for the time being of the Company;
- (d) by way of first fixed charge all book debts and other debts now and from time to time due or owing to the Company (during the continuance of this security the Company shall pay into the Company's account with the Bank all moneys which it may receive in respect of the book debts and other debts hereby charged and shall not without the prior consent of the Bank in writing purport to charge or assign the same in favour of any other person and shall if called upon to do so by the Bank execute a legal assignment of such book debts and other debts to the Bank);
- (e) by way of a first floating charge all other the undertaking and assets of the Company whatsoever and wheresoever both present and future but so that the Company is not to be at liberty to create any mortgage or charge upon and so that no lien shall in any case or in any manner arise or affect any part of the said premises either in priority to or pari passu with the charge hereby create and further that the Company shall have no power without the consent of the Bank to part with or dispose of any part of such premises except by way of sale in the ordinary course of its business.