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COMPANIES FORM No. 395

395**Particulars of a mortgage or charge**

Pursuant to section 395 of the Companies Act 1985

Please do not
write in
this marginPlease complete
legibly, preferably
in black type or
bold block
lettering*Insert full name
of company

m460c.

For official use Company number

To the Registrar of Companies

Name of company

* MANTRE LIMITED

('the Company')

2644285 V

Date of creation of the charge

18 November 1991

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

A Debenture made between the Company (1) and Statim
Finance Limited (2)

Amount secured by the mortgage or charge

69a.

All monies and liabilities whether certain or contingent which now are or at any time may be due owing or incurred by the Company to Statim Finance Limited or for which the Company may be or become liable to it in any manner whatsoever and whether alone or jointly with any other person in whatever name style or firm and whether as principal or surety together with any interest and all other legal and other costs and expenses incurred by Statim Finance Limited in relation to the Debenture or in enforcing the security thereby created on a full and unqualified indemnity basis.

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

STATIM FINANCE LIMITED of Galen House 1 Oakley Road
Shirley Southampton Hampshire

Postcode

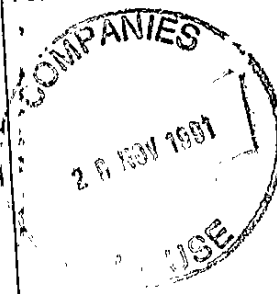
Presentor's name, address and
reference (if any):PARIS SMITH & RANDALL
LANSDOWNE HOUSE,
CASTLE LANE,
SOUTHAMPTON SO9 4FD
Ref: NV/NC /MantreFor official use
Mortgage section

Post room

Time critical reference

26 NOV 1991

26 NOV 1991



Particulars of all the property mortgaged or charged

Firstly a legal mortgage on all freehold and leasehold property of the Company and all buildings and fixtures (including trade fixtures) fixed plant and machinery from time to time on such property and/or the proceeds of sale thereof and in particular on the leasehold property known as 479 Oxford Road Reading Berkshire

Secondly a specific equitable charge on all future freehold and leasehold property of the Company and all buildings and fixtures (including trade fixtures) fixed plant and machinery from time to time on such property and/or the proceeds of sale.

Thirdly a fixed charge on the goodwill and uncalled capital of the Company both present and future.

Fourthly all book and other debts revenues and claims both present and future (including things in action which may give rise to a debt revenue or claim) due or owing which may become due or owing to or purchased or otherwise acquired by the Company.

Fifthly a floating charge on the undertaking and all property and assets of the Company both present and future.

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legibly, preferably
in black type or
bold block
lettering

Particulars as to commission allowance or discount (note 3)

NIL

Signed

PARIS SMITH & RANDALL

Date 25 November 1991

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.

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The Solicitors' Law Stationery Society plc, Oyez House, 27 Crimscoff Street, London SE1 5TS

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Companies M395

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CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

I hereby certify that a mortgage or charge dated the 18th NOVEMBER 1991
and created by MANTRE LTD.

for securing all moneys now due, or hereafter to become due, or from time
to time accruing due from the company to STATIM FINANCE LIMITED

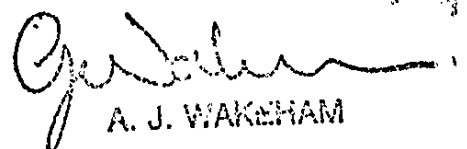
on any account whatsoever

was registered pursuant to Chapter I Part XII of the Companies Act
1985, on the 26th NOVEMBER 1991

Given under my hand at the Companies Registration Office,
Cardiff the 29th NOVEMBER 1991

No. 2644285

Post
29/11
a.p.


A. J. WAKEHAM

an authorised officer

C.69a