write in this margin **COMPANIES FORM No. 395**

Particulars of a mortgage or charge



CHA 116

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

*insert full name of company

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies	For official use	Company number 2893376
Name of company		
*ADS Systems UK limited ("the Company"))	
Date of creation of the charge		
31 January 1997		
Description of the instrument (if any) creating or eviden	ncing the charge (no	te 2)
Rent Deposit Deed ("the Deed")		
Amount secured by the mortgage or charge		
All monies which are now or may at any the Company to the Landlord pursuant to January 1997 and made between the Complease") and for the due performance are covenants obligations and conditions to the covenants of the covenants	to the terms of pany (1) and the nd observance by therein contains	the lease dated 31 e Landlord ("the rease of the company of all ed
Names and addresses of the mortgagees or persons of the Helical Bar (City Investments) Limited 11-15 Farm Street London W1X 7NP ("the Landlord")		
Presentor's name address and For official us	ee	

reference (if any):

Nicholson Graham & Jones 110 Cannon Street London EC4N 6AR

NHH\22343

Time critical reference

Mortgage Section

Post room



The Company charges in favour of the Landlord an amount equivalent to six months annual rent being presently the sum of £16,112.50 ("the Rent Deposit") and any additional sum paid into the deposit account designated "Helical Bar (City Investments) Limited and ADS Systems (UK) Limited)" re: part first floor rear Aldermary House 10-15 Queen Street at the Landlord's Agent's Bank at Royal Bank of Scotland account number 20128251 or such other bank as the Landlord or its Agent may utilise from time to time pursuant to the provisions of the Deed

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)

Nil

Signed Well a Spa

Date 6/2/97

On behalf of [company] [mortgagee/chargee]

† 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.



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 02893376

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A RENT DEPOSIT DEED DATED THE 31st JANUARY 1997 AND CREATED BY ADS SYSTEMS U.K. LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO HELICAL BAR (CITY INVESTMENTS) LIMITED PURSUANT TO THE TERMS OF THE LEASE DATED 31ST JANUARY 1997 WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 7th FEBRUARY 1997.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 11th FEBRUARY 1997.

A. P GODDARD

for the Registrar of Companies

7/2 2097 M

